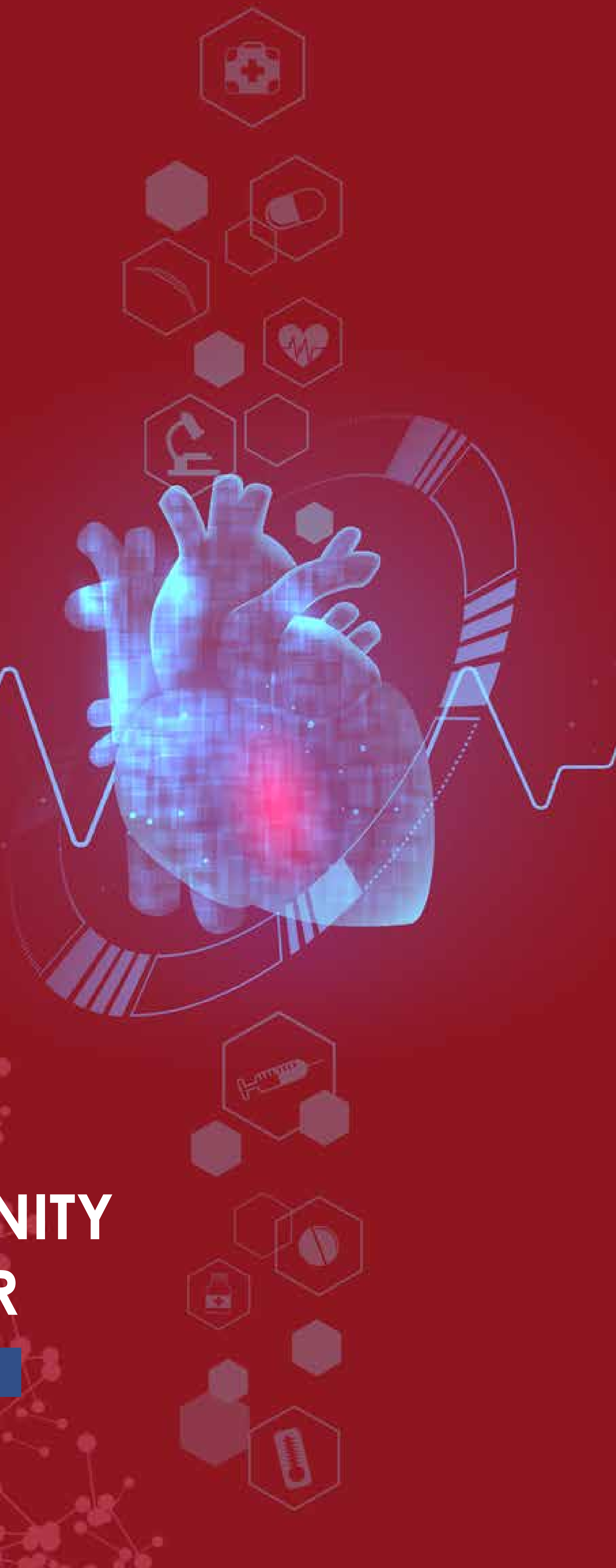
QTVascular



THE COMMUNITY WE CARE FOR

ANNUAL REPORT 2020

CONTENTS

This annual report has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Ms Lim Hui Ling, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.

CORPORATE PROFILE

QT Vascular Ltd. ("We", or the "Company", "QT Vascular" and together with its subsidiaries the "Group") is listed on the Catalist Board of the Singapore Exchange Securities Trading Limited ("SGX-ST") (Reuters: QT Vascular).

We are engaged in the design, assembly and distribution of advanced therapeutic solutions for the minimally invasive treatment of complex vascular diseases. We collaborate with industry specialists and physicians who are key opinion leaders to develop and offer physicians and patients new and differentiated devices to improve outcomes in complex peripheral and coronary interventions.

Coronary artery disease ("CAD") is a common form of cardiovascular disease and is primarily caused by lesions consisting of plaque in the arteries surrounding the heart. As plaque accumulates, the diameter of the arterial lumen narrows resulting in reduced or stopped blood flow. This disease is generally treated by way of percutaneous transluminal coronary angioplasty ("PTCA") and stenting.

Peripheral artery disease ("PAD") is an obstruction of the blood flow in the peripheral arteries. It occurs commonly in the arteries of the pelvis and legs. It can result from the slow accumulation of plaque over time or the sudden formation of a blood clot which leads to arterial narrowing or blockage of a vessel. PAD may be treated by percutaneous transluminal angioplasty ("PTA") or various other interventional techniques.

Angioplasty (PTCA and PTA) is the technique where a small incision is made, typically in the patient's thigh and a small catheter is inserted on a steerable "guide wire" to reach the narrowed section of the artery. A balloon catheter is pushed across the narrowed part of the artery and inflated temporarily to open up the narrowing by pushing outward on the plaque and on the wall of the vessel for improved blood flow in that part of the artery. After inflation, the balloon is deflated and removed so no part of the balloon catheter is left behind in the artery. In some cases, a stent may be inserted at the time of ballooning to ensure the vessel remains open.

CORPORATE STRUCTURE

QTVascular

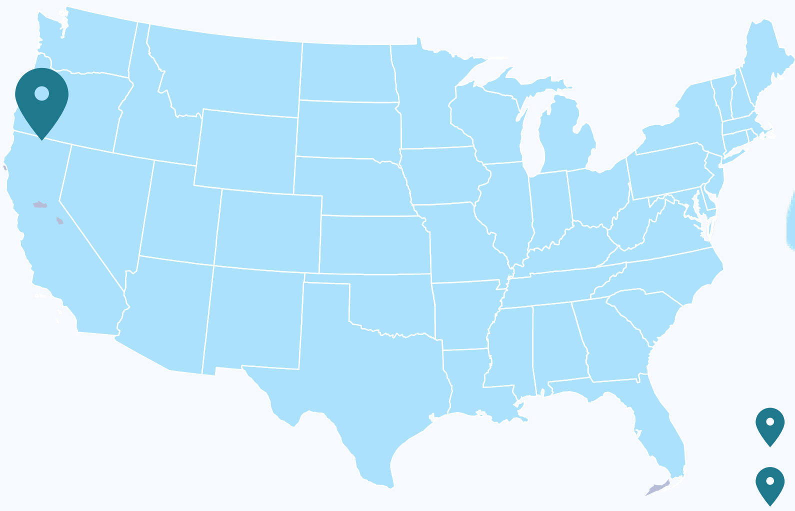
100%
TriReme Medical, LLC.

100%
TriReme Medical (Singapore) Pte. Ltd.

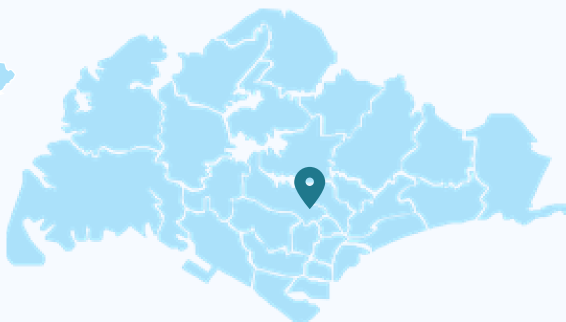
100%
Quattro Vascular Pte. Ltd.

INDUSTRY SERVED HEALTH CARE

LOCATION SITES

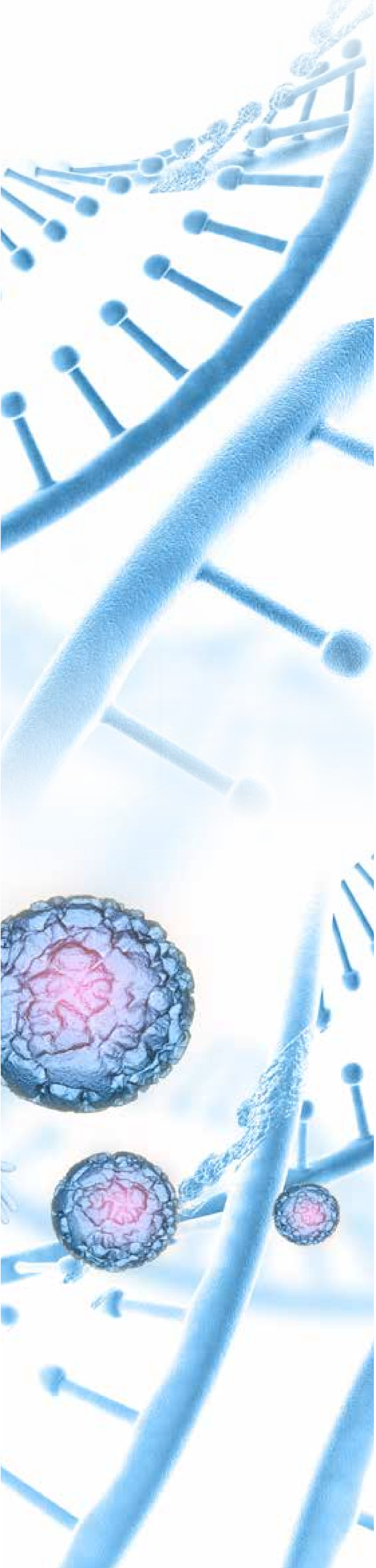


USA



ASIA, SINGAPORE

- U.S.A (Pleasanton, California) - TriReme Medical, LLC.
- ASIA, SINGAPORE - QT Vascular Ltd.
  - TriReme Medical (Singapore) Pte. Ltd.
  - Quattro Vascular Pte. Ltd.



LETTER FROM THE CEO

DEAR SHAREHOLDERS:

On behalf of the board of directors and management, it is my pleasure to present QT Vascular's Annual Report for the financial year ended 31 December 2020 ("FY2020").

In FY2020, the Company continued to provide product manufacturing and supply support to Teleflex, Inc. ("Teleflex") to produce Chocolate® XD following the sale of the product line in 2018. With the progressive cost cutting measures implemented since the financial year ended 31 December 2017, the Company have reduced operating costs by US$2.0 million as compared to the previous financial year.

For QT Vascular, 2020 was very much focused on the completion of the Chocolate Touch® asset disposal to G Vascular Private Limited ("Chocolate Touch Disposal") which was completed on 28 August 2020. The completion of the Chocolate Touch Disposal has allowed the Group to free up critical funds otherwise used for its Chocolate Touch® program and allow the Group to conserve its funds for its working capital and resources to pursue further development on the Group's drug-coated coronary product, Chocolate Heart™, which the Group can potentially unlock further value from Teleflex's option on the acquisition of Chocolate Heart™ of S$65.6 million and the subsequent royalties of five percent (5%) of net sales of Chocolate Heart™ (to the extent covered by a valid claim of patents).

The Group also has an option to acquire Sano V Pte. Ltd. ("Sano V"), an emerging clinical stage erectile dysfunction ("ED") company treating venous leak and can be supplemented by using the Group's Chocolate® technology to treat blocked arteries that causes ED and provide a complete solution for ED in one treatment. To date, Sano V has enrolled 10 patients in their first-in-man clinical study with positive outcomes from most of the patients enrolled so far. However, the long-term outcome of this study is still subject to review pending follow-up data from patients enrolled in this study.

LETTER FROM THE CEO

The Company continues to explore and is in discussions with various parties regarding strategic transactions which will bring new opportunities of growth to the Company which is in line with the Company's strategy on building potential long-term value for our shareholders.

I would like to express my gratitude to my fellow directors on the Board for their guidance, commitment, and contributions during the year. To the management team and staff, thank you for your commitment, hard work and contributions to the Company. Finally, on behalf of the Board, I would like to express our appreciation to our shareholders, investors, business partners, associates, and customers for their continued support of QT Vascular. Let us continue to push forward and have patients around the world benefit from our innovative technologies.

We look forward to your continued support as we ride through this current landscape to bring QT Vascular to greater heights in the years to come.

EITAN KONSTANTINO, PhD

Chief Executive Officer

BOARD OF DIRECTORS

AMIR BELSON
Independent Chairman

Amir Belson was appointed to our Board on 4 August 2016 and became Chairman of our Board on 11 June 2018.

Amir is the founder of various medical device companies such as ZipLine Medical, a company developing and commercializing innovative tissue repair devices to address the clinical need for rapid, non-invasive and easy-to-use skin closure and Neoguide Systems, a company that developed platform technology for minimally invasive surgical procedures that was later acquired by Intuitive Surgical in 2009. He is also the founder of Vascular Pathways, a company that developed an FDA cleared vascular intervention technology that has been chosen as one of the 10 best inventions of 2009 by Popular Science magazine, Thermocure, a minimally invasive therapeutic hypothermia technology company, Radguard Medical, a radiation protection medical device company and VasoStitch, which develops large vessel access and closure technology.

Amir graduated cum laude from the school of medicine of the Technion, Israel Institute of Technology, in Haifa, Israel. Amir did his pediatric residency at Dana Children's Hospital in Tel Aviv and his pediatric nephrology fellowship at Lucile Packard Children's Hospital at Stanford. Amir also served several years as a flight surgeon in Israel's air force rescue unit before moving to the US for a three-year Pediatric Nephrology fellowship at Stanford University Medical Center and a year as a research fellow with the Biomedical Technology Innovation Program at Stanford.

EITAN KONSTANTINO
CEO

Eitan Konstantino was a member of the board of directors of TriReme US since its inception to July 2013. He was appointed to our Board on 11 July 2013 and is responsible for the overall management and business development of our Group.

Eitan has more than 15 years of experience in the medical technology industry. He founded our Group in 2005 when he set up TriReme US as a medical device company focused on providing innovative tools to improve the success rates in challenging peripheral and coronary interventions. Prior to founding our Group, he was from 2003 to 2007, the founder, president and chief scientist of an angioplasty company, AngioScore. Eitan is one of the primary inventors of AngioScore's products. In 2002, Eitan was the chief executive officer & chief operating officer of Advanced Stent Technologies, Inc. ("AST"), a bifurcation stent company that was acquired by Boston Scientific Corporation in 2004, where he co-invented the Petal bifurcation stent. Prior to AST, he was chief technical officer of Bypass, Inc., a developer of nitinol anastomotic devices for minimally invasive heart surgery from 1999 to 2002. Eitan is also one of the founding directors of Singapore Medtech Accelerator, an appointed Biomedical Science Accelerator ("BSA") under the Singapore Government's Research, Innovation and Enterprise 2015 plan. The Singapore Medtech Accelerator and the BSA program, are designed to stimulate the growth of the medical device industry in Singapore, and involves co-funding by SPRING SEEDS Capital Pte. Ltd., a wholly-owned subsidiary of SPRING Singapore.

Eitan has more than 100 patents and patent applications worldwide in the field of medical devices and solar control systems. Eitan received his PhD in Laser Surface Treatment, Optical Design, Materials Science from Technion-Machon Technologi

BOARD OF DIRECTORS

Le'Israel in 1999. He also currently serves as the co-chairman of the F04.30.06 Cardiovascular Standards Task Group of the American Society for Testing and Materials, a globally recognised leader in the development and delivery of international voluntary consensus standards. Eitan is also a member of SPRING Singapore's Medtech Network of Advisors whose functions are to advise local medical technology business on business challenges and strategies and to advise the management of SPRING Singapore on the development and review of strategies and initiatives to address the development needs of small medium enterprises in the medical technology sector.

GREGORY CASCIARO

Independent Director

Gregory Casciaro was a member of the board of directors of TriReme US from May 2010 to July 2013. He was appointed to our Board on 14 August 2013 and will not be seeking reappointment following his retirement at the upcoming annual general meeting.

Gregory has over 31 years of experience in the medical device industry where he has had leadership positions in both private and public companies. He was from 1995 to 1999 the president and chief executive officer of General Surgical Innovations, Inc. a medical device company. Thereafter from 2000 to 2004, he was the president and chief executive officer of Orquest, Inc., a private company manufacturing and selling bio-therapeutically products to the orthopaedic market. From 2004 to 2009, Gregory was the president and chief executive officer and a board member of XTENT Inc., a medical device company listed on the Nasdaq National Market that develops drug-eluting stents. Gregory was the president and chief executive officer of AccessClosure, Inc., a private held medical device company in the United States that develops access site management products designed to address vascular closure challenges during interventional surgery before it was acquired by Cardinal Health, Inc. in May 2014. Gregory is presently the Chief Executive Officer, President and Director of Cardiac Dimensions, Inc..

Gregory graduated from Marquette University with a Bachelor of Science in Business Administration in 1982.

SHO KIAN HIN

Independent Director

Sho Kian Hin was appointed to our Board on 25 September 2015. He is currently also an Independent Director of OUE Lippo Healthcare Limited and Choo Chiang Holdings Ltd.

Kian Hin has over 20 years of experience in financial reporting and regulatory compliance and was involved in various financial related activities such as equity and pre-IPO fund raising, mergers and acquisitions, restructuring and group tax optimization.

Kian Hin is a fellow member of the Association of Chartered Certified Accountants.

KEY MANAGEMENT

KELVIN TONG
Chief Financial Officer

Kelvin Tong joined our Group on 1 July 2014 and has been the Group's Financial Controller until his appointment as the Group's Chief Financial Officer on 1 September 2020. As the Group's Chief Financial Officer, he oversees the accounting and finance function of the Group.

Kelvin is also responsible for the compliance and risk management functions of the Group and was responsible for internal audit, risk management and compliance with requirements under the Listing Manual Section B: Rules of Catalist and the Companies Act and advising the Group on its risk management and compliance processes.

Kelvin has more than 15 years of financial reporting and regulatory compliance experience. Prior to joining our Group, Kelvin spent close to 14 years from 2000 at KPMG Singapore, where he was a Senior Audit Manager involved in the audit of various industries such as mining, oil and gas, pharmaceutical, food and beverage, consumer products, property development and hospitality as well as initial public offerings and reverse takeover listings.

Kelvin is currently a Certified Practising Accountant of CPA Australia as well as a Chartered Accountant of the Institute of Singapore Chartered Accountants. Kelvin graduated from Monash University with a Bachelor of Business (Accounting) degree in 1998 and a Post Graduate Diploma in Advanced Accounting in 1999.

MOMI BROSH
General Manager of our Singapore operations

Momi Brosh joined our Group in March 2011 and oversees all operational related matters in Singapore, including infrastructure, human resource and marketing matters.

Momi has over 15 years of management experience. From 2001 to 2005, he was a member of the Secretariat of Kibbutz Shefayim Corporation and is Chairman of the Economic Development Board from December 2004 to September 2006, a collective community in Israel. From 2003 to 2005, he was also the Vice President of marketing and sales in Polycad Industries, a leading plastic manufacturer in Israel. Thereafter, from 2005 to 2007, Momi was the Vice President of marketing and sales in Tlaton Ltd, a company that specialises in missile and satellite packages for the aeronautics industry. Prior to joining our Group, from 2008 to 2010, Momi was a freelance marketing consultant in the defence industry.

Momi earned a Diploma in Industrial & Management Engineering and in Marketing from the Ruppin Academy Centre in Israel in 1997. Momi also graduated from the Marketing and Sales Management Program at the Israeli Management Centre in Tel Aviv, Israel in 2004.

FINANCIAL AND OPERATIONS REVIEW

REVIEW OF INCOME STATEMENT

In FY2020, our revenue decreased by approximately US$7.4 million, or 93.0%, from US$8.0 million a year ago to US$0.6 million in FY2020 mainly due to (i) no sales of Chocolate Percutaneous transluminal angioplasty to Medtronic, Inc. ("Medtronic") in FY2020 following the cessation of the product manufacturing and supply agreement as at 31 December 2019; and (ii) lower sales to Teleflex, Inc. ("Teleflex") under the product manufacturing and supply agreement due to reduced demand from Teleflex's clients as a result of COVID-19.

Cost of sales decreased by US$7.0 million, or 91.9%, from US$7.6 million in FY2019 to US$0.6 million in FY2020 in line with the above reasons for declines in revenues. Notwithstanding the reduction in revenue, cost of sales includes fixed costs such as amortisation of intangible assets which decreased by US$104,000 to US$151,000 in FY2020 mainly due to the completion of the disposal of Chocolate Touch® to G Vascular in August 2020.

As a result of the above, our Group recorded a gross loss of US$59,000 or 10.6% of revenue in FY2020 as compared to a gross profit of US$316,000 or 4.0% of revenue in FY2019.

Our sales and marketing expenses decreased by US$0.2 million in FY2020 mainly due to lower product liability insurance costs incurred.

Our administrative expenses decreased by US$0.6 million in FY2020 mainly due to reduction in overall spending due to progressive cost cutting measures implemented since FY2017.

Our research and development expenses decreased to US$2.0 million due to the lower number of patients enrolled for the clinical trials of Chocolate Touch® in FY2020 prior to the completion of the Chocolate Touch Disposal in August 2020 due to the COVID-19 pandemic.

Other income decreased mainly due to lower income earned from transitional services provided to Teleflex in FY2020.

Other expenses increased mainly due to the loss on disposal of Chocolate Touch to G Vascular of US$144,000 and over-recognition of grants receivable of US$19,000.

We were in a net finance cost position of US$304,000 in FY2020, as compared to a net finance cost position of US$300,000 in FY2019 mainly due to foreign exchange loss suffered of US$53,000 in FY2019 pursuant to unfavorable exchange rate changes between the Singapore dollar and United States dollar as compared to a US$29,000 foreign exchange loss in FY2020. The net finance costs in FY2020 was also due to interest expenses of US$275,000 (FY2019: US$252,000) comprising interest paid for third party bridging loans and interest expense on lease liabilities.

Depreciation of plant and equipment decreased by US$33,000, or 34.4% in FY2020 as more of the Group's assets were fully depreciated in the prior year.

As a result of the above, the Group recorded a net loss attributable to shareholders of US$7.6 million in FY2020, compared with a net loss attributable to shareholders of US$9.6 million in FY2019.

REVIEW OF FINANCIAL POSITION

Our non-current assets decreased by US$7.2 million mainly due to (i) decrease in plant and equipment of US$94,000 due to depreciation expenses recognised, (ii) decrease in intangible assets of US$6.8 million due to recognition of amortisation expenses and the completion of the Chocolate Touch Disposal in August 2020 as well as impairment loss of US$302,000 recognised for one of the Group's intangible asset and (iii) decrease in right-of-use assets in relation to the Group's office rental leases of US$276,000. The decrease in non-current assets is offset by the increase in non-current assets of US$19,000.

Our current assets decreased by US$2.5 million mainly due to (i) decrease in cash and cash equivalents of US$534,000 due to utilisation of cash for working capital purposes, (ii) decrease in inventory balances of US$183,000 due to utilisation of existing inventories for production and (iii) decrease in trade and other receivables of US$1.8 million mainly due to collection of debts from customers.

Our non-current liabilities decreased by US$111,000 due to (i) reclassification of non-current lease liabilities to current lease liabilities and (ii) reversal of amounts due to Surmodics, Inc. following the mutual termination of the coating agreement in December 2020.

Our current liabilities decreased by US$1.8 million mainly due to (i) the settlement of certain outstanding loans of approximately US$363,000, (ii) decrease in trade payables and accrued expenses of approximately US$1.2 million and (iii) decrease in lease liabilities in relation to the Group's office rental leases of approximately US$241,000.

The Group has undertaken the following steps to address the Group's negative working capital of US$1.1 million as at 31 December 2020:

(i) Management is of the view that the Group will have sufficient working capital for at least the next 12 months from the date of these financial statements and will be able to meet its obligations as and when they fall due based on a cash flow forecast prepared;

(ii) Management will continue to implement comprehensive cost-containment measures and does not expect the Group to have any significant commitments that will require significant cash outflow in the next 12 months;

(iii) Management is intending to obtain shareholders' approval at the upcoming annual general meeting for an interested party transactions mandate which will allow the Group to enter into a cost sharing arrangement with a company related to the executive director and chief executive officer of the Company which will help reduce the Group's current operating costs;

(iv) Management is of the view that the Group will continue to receive support from the short-term loan lender (although the Group continued to be in non-compliance with the loan covenant as disclosed in Note 23(a)). Subsequent to the financial year end, in February 2021, the lender agreed in writing not to seek or demand repayment for the short-term loan in the next 18 months. Further, the lender agreed to grant an indulgence to the Group for the non-compliance of the loan covenant;

(v) Management has obtained letters of commitment from certain third party lenders for additional new loans of up to US$2.0 million that can be drawn down by the Group in the next 18 months, if required; and

(vi) Management is exploring the possibility of corporate actions involving entering into new business opportunities to generate new sources of revenue and/or fund raising exercises.

The Board confirms that the Group will be able to meet its short-term debt obligations when they fall due based on the implementation of the above-mentioned steps and continue to operate as a going concern.

REVIEW OF CASH FLOW

The Group recorded cash outflows from operating activities of US$6.0 million in FY2020 due mainly to payments made to our suppliers and employees of US$7.1million. The cash outflows from operating activities are partially offset by the receipts from Medtronic and Teleflex for the sale of the products amounting to approximately US$1.1 million.

Net cash from investing activities for FY2020 was approximately US$5.3 million which arose mainly due to cash receipts from disposal of assets to (i) Medtronic of US$0.4 million, (ii) Teleflex of US$1.0 million and (iii) G Vascular of US$3.9 million.

Net cash from financing activities for FY2020 was approximately US$270,000 which is mainly due to proceed from short term loans from third party of US$1.0 million. The cash inflows from financing activities are partially offset by the lease payments made during the year to third party lessors of US$367,000 and repayment of loans of approximately US$363,000.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Non-Executive:

Amir Belson
Independent Chairman

Gregory Casciaro
Independent Director

Sho Kian Hin
Independent Director

Executive:

Eitan Konstantino
Chief Executive Officer

AUDIT COMMITEE

Sho Kian Hin (Chairman)
Amir Belson
Gregory Casciaro

NOMINATING COMMITTEE

Gregory Casciaro (Chairman)
Eitan Konstantino
Amir Belson

REMUNERATION COMMITTEE

Amir Belson (Chairman)
Gregory Casciaro

COMPANY SECRETARY

Lee Pih Peng

REGISTERED OFFICE

18 Boon Lay Way
#10-140(D) TradeHub 21
Singapore 609966

Tel: (65) 6430 0288
Fax: (65) 6659 8187

SHARE REGISTRAR

Tricor Barbinder Share Registration Services
(a division of Tricor Singapore Pte. Ltd.)
80 Robinson Road
#02-00
Singapore 068898

AUDITORS

Moore Stephens LLP
10 Anson Road #29-15
International Plaza
Singapore 079903

Audit Partner-in-charge
Ng Chiou Gee Willy
Since Financial Year ended 31 December 2020

SPONSOR

PrimePartners Corporate Finance Pte. Ltd.
16 Collyer Quay
#10-00 Income at Raffles
Singapore 049318

PRINCIPAL BANK

Citibank Singapore Limited
8 Marina View
#21-01 Asia Square Tower 1
Singapore 018960

QTVascular

SUSTAINABILITY REPORT 2020

CONTENTS

BOARD STATEMENT

QT Vascular Ltd. ("QT Vascular" or "Company", and together with its subsidiaries, the "Group") is pleased to present its fourth Sustainability Report, which has been approved by the Board.

As a medical device company, we aspire to improve the quality of lives for patients through the products we offer. To realise this vision, we believe comprehensive considerations for relevant environmental, social and governance ("ESG") risks and opportunities is fundamental to ensure the quality of our products, as well as the long-term reliability of our operations.

In 2020, we continue to uphold the upmost standards of integrity, responsibility and accountability in our business practices and met all of our 2020 targets set for our material ESG factors, namely product quality, business ethics and regulatory compliance. We strive to maintain the same record of zero product recall due to quality issues and zero non-compliant incidents concerning product quality, business ethics and regulatory compliance in the forthcoming year.

The Board oversees and is supported by the Sustainability Steering Committee ("SSC") and the Sustainability Task Force ("STF") in its continuous efforts to integrate sustainability issues into QT Vascular's strategic formulation and oversee sustainability performance and reporting. The SSC, composed of the senior management team, develops sustainability objectives and strategy based on the Board's directions, manages QT Vascular's overall sustainability performance, and reports to the Board regularly. The STF, consisted of senior management representatives from different business functions, implements sustainability practices and action plans across QT Vascular based on the sustainability objectives and strategy formulated.
We look forward to sharing our sustainability progress with you in this Sustainability Report.

Board of Directors

QT Vascular Ltd

ABOUT QT VASCULAR

QT Vascular is a medical device company specialising in the minimally invasive treatment of vascular diseases. Coronary artery disease ("CAD") and peripheral artery disease ("PAD") happen in the arteries surrounding the heart and periphery parts of the body (especially of the pelvis and legs), respectively. They are primarily caused by lesions consisting of plaque, which narrows or blocks arteries, thus obstructing normal blood flow.

CAD and PAD can be treated by percutaneous transluminal coronary angioplasty ("PTCA") and percutaneous transluminal angioplasty ("PTA"), respectively.

Our main products include both minimally invasive drug coated balloon catheters for PTCA and for PTA. By collaborating with industry specialists and physicians who are key opinion leaders, we develop and offer new and differentiated tools for physicians to improve the outcomes in complex peripheral and coronary interventions.

During an angioplasty procedure, a small incision is made and our balloon catheter is inserted on a steerable "guide wire" to reach the narrowed section of the affected artery. The balloon catheter is then inflated temporarily to push outward on the plaque and the wall of the blood vessel, thus improving blood flow at the narrowing. At the end of the procedure, the balloon is deflated and removed so no balloon catheter is left behind in the artery. In this way, our balloon catheters provide minimally invasive alternatives to permanent implants such as stents, offering a range of medical and cost benefits . We are proud that these benefits ultimately lead to a better quality of life for patients.

[1] For more details, please visit QT Vascular website https://qtvascular.com/us/about-us/ on "Why is it important to avoid the use of permanent implants such as stents?"

GET TO KNOW OUR CHOCOLATE PRODUCTS

In 2010, we commenced the development of a second generation balloon catheter for treating peripheral vascular diseases named Chocolate® PTA. Designed to provide atraumatic dilation in the treatment of blocked arteries, Chocolate® PTA incorporates a unique nitinol constraining structure to allow controlled balloon expansion. This design helps to reduce the shear stress placed on the vessel during inflation, which in turn ensures uniform balloon expansion and prevents distortions and over-stretching of the vessel. To date, our unique constraining structure for Chocolate® PTA and Chocolate® XD is the first and remains the only balloon catheters in the world with this design, protected by strong intellectual property portfolio and offering unique treatment options for peripheral and coronary artery disease. Those products are now owned by large multinational companies namely Medtronic, Inc. ("Medtronic") and Teleflex, Inc. ("Teleflex") and continue to improve life around the globe.

To date, the Group has also received CE marking clearance for its unique peripheral drug-coated balloon, Chocolate® Touch and coronary drug-coated balloon, Chocolate® Heart. Drug-coated balloons represent a new category of device that combines the mechanical dilatation of a balloon catheter with the biological effect of a drug to treat occluded arteries. These categories of devices have been available for several years in Europe and were recently approved in the United States ("US"). QT Vascular continues to work towards obtaining US regulatory approval for Chocolate® Heart.

RESEARCH AND DEVELOPMENT

To offer better treatment of vascular disease, we will continue to invest in research and development, where required.

2020 SUSTAINABILITY HIGHLIGHTS

ABOUT THIS REPORT

This Sustainability Report summarises QT Vascular's sustainability policies, practices and performance from 1 January 2020 to 31 December 2020, with a focus on its material ESG factors. The report covers the listed entity, QT Vascular Ltd. and all its wholly-owned subsidiaries, including TriReme Medical, LLC, TriReme Medical (Singapore) Pte. Ltd. and Quattro Vascular Pte. Ltd.

The report is prepared in accordance with the requirements of SGX Catalist Rules 711A and 711B, as well as SGX Catalist Rules Practice Note 7F: Sustainability Reporting Guide. The report also makes reference to the Global Reporting Initiative (GRI) Standards, a globally recognised framework to report on ESG issues. This report references the following GRI Standards and topic-specific Disclosures:

- Disclosure 205-3 from GRI 205: Anti-corruption 2016
- Disclosures 416-1 and 416-2 from GRI 416: Customer Health and Safety 2016
- Disclosures 417-2 and 417-3 from GRI 417: Marketing and Labelling 2016
- Disclosure 419-1 from GRI 419: Socioeconomic Compliance 2016

All information is disclosed in good faith and to the best of our knowledge. No external assurance has been sought for this report. Please forward any enquiries or feedback to info@triremernedical.com.

MATERIALITY ASSESSMENT

To determine ESG factors of significant interests to our business and key stakeholders, QT Vascular conducted a materiality assessment guided by the GRI Principles of Materiality and Stakeholder Engagement workshop. We considered the following in identifying potential material ESG factors:

- Global and local key sustainability trends;
- Hot topics and future challenges for our industry, as identified by our peers; and
- Insights gained from interactions with internal and external stakeholders.

Three material ESG factors were identified from the assessment process:

PRODUCT QUALITY → **BUSINESS ETHICS** → **REGULATORY COMPLIANCE**

QT Vascular reviewed the above material ESG factors in 2020 and found that they continue to be relevant. QT Vascular will regularly review and assess its material ESG factors to ensure their pertinence.

ABOUT THIS REPORT

PRODUCT QUALITY

QT Vascular is committed to developing and offering medical devices that are safe and reliable for the patients. We view product quality as top priority and have built a rigorous governance structure focused on quality control throughout our value chain to ensure consumer and investor confidence.

QT Vascular has established a robust quality management system ("QMS") in accordance with ISO 13485:2016 Quality Management System for Medical Devices, FDA Quality System Regulation ("QSR"), and other worldwide healthcare regulatory requirements. Our QMS is regularly audited by external parties to ensure its effectiveness in guaranteeing the quality of our products and our compliance with relevant laws and regulations.

Our QMS outlines a comprehensive set of policies and standard operating procedures ("SOPs") governing the monitoring and management and of product quality. Multiple layers of tests and control points are set up at each stage of the product life cycle to confirm that the policies and SOPs are properly observed and implemented. We also conduct audits of all critical suppliers and vigorously check incoming materials, parts and products to ensure quality consistency across our value chain.

Our key policies and SOPs on quality management include but are not limited to the following:

Product life cycle	Key policies and SOPs on quality management
Design	• Design Control Procedure • Equipment Specifications, Qualification, Maintenance and Calibration • Risk Management
Test	• Conduct of Clinical Investigation • Procedure Clinical Investigation Monitoring
Operations	• Supplier Management • First Article Inspection • Process Validation • Controlled Manufacturing Environment • Receiving and Inspection • Material and Product Control • Non-conforming Materials Programme
Distribution	• Packaging and Shipping • Field Sales Product Handling Requirements
After sale	• Customer Feedback Procedure • Compliant Management • Handling of Out-of-Specification and Out-of-Trend Results • Corrective and Preventive Action ("CAPA") • Product Recall Field Corrections and Removals • Medical Device Reporting ("MDR") • Vigilance Reporting
All stages	• Management Review • Quality Management System Manual • Document Change Control • Records Management and Retention • Training • Internal Quality Audits

ABOUT THIS REPORT

In addition to auditing our QMS and critical suppliers, we are routinely audited by European CE notified bodies, as well as Teleflex for product quality. We have also been audited by the FDA.

We believe it is vital to cultivate a strong quality culture for our QMS to be effective. Our Regulatory Affairs and Quality Assurance Department holds regular, mandatory Quality Awareness Training for all employees, which covers key points on our QMS, and related policies and practices.

Performance Measures	2019	2020	2021 Target
Percentage of significant product and service categories assessed for health and safety impacts	100%	100%	Maintain zero product recall due to quality reasons
Number of non-compliant incidents concerning the health and safety impacts of products and services	0	0	
Percentage of products recalled due to quality problems	0%	0%	

BUSINESS ETHICS

Operating fairly and ethically is fundamental in maintaining our stakeholders' trust in us. At QT Vascular, we uphold high standards of business ethics and independence in all areas of our business practices.

QT Vascular takes a zero-tolerance approach towards corruption. All employees are required to abide by the Employee Code of Conduct, which provides guidance on prohibition of fraud and bribery and management of conflict of interest. New employees are required to consent to all anti-corruption related policies by signing a declaration form.

We are committed to maintaining our independence in our interactions with healthcare professionals in all business settings, including research or development, and marketing and sales. Following section 6002 of the U.S. Affordable Care Act[2], we set clear policies on the provision of gift, entertainment or anything of value, to healthcare professionals. All interactions with healthcare professionals are properly recorded and verified in accordance with regulatory requirements. These independence precautions help us prevent any perceived or actual breach of independence, as well as safeguard the impartiality of research results and the provision of healthcare services.

To ensure independence in clinical trials, the Group appoints independent consultants and committees to collect, analyse and evaluate clinical data received from clinical trial sites. Clinical investigators are selected objectively based on a balanced consideration of expertise, history of compliance, adequate facility, staff resources and enrolment potential, influence within the targeted medical community, as well as interest in, availability for and potential conflicts with the study. Furthermore, as clinical trials involve human subjects, we strictly monitor ethical issues such as informed consent from and HHPA requirements related to subjects and data privacy and security throughout our engagement with independent investigators to ensure research ethics.

As part of our business ethics monitoring and assurance process, the Group has established a whistle-blowing policy, which stipulates clear channels for employees to anonymously report any suspected ethical issues. The Independent Directors of the Group have been listed as the contact points, with their contact details disclosed to all employees.

[2]Section 6002 of the U.S. Affordable Care Act, also known as the "Sunshine Act", requires manufacturers of drugs and medical devices to report annually to the Secretary of Health and Human Services on the payments or other transfer of value to physicians and teaching hospitals. The Act also requires declaration of ownership or investment interests held by physicians or the immediate family members of physicians in applicable manufacturers and group purchasing organisations to enhance transparency in existing financial relationships between the industry and healthcare personnel and institutions.

ABOUT THIS REPORT

Performance Measures	2019	2020	2021 Target
Number of confirmed incidents of corruption	0	0	Maintain the same high levels of business ethics and zero confirmed incidents of corruption
Significant findings of internal and external audits conducted in relation to business ethics and independence	0	0	

REGULATORY COMPLIANCE

We believe our reputation is built by being responsible and accountable. We view regulatory compliance as the baseline for our continued operation, and we are committed to adhering to all relevant laws and regulations, including those concerning customer health and safety, independence and anti-corruption, marketing and labelling, taxation, product pricing, as well as a range of audit and reporting requirements.

The medical device industry is heavily regulated by the FDA, the European Union ("EU") and worldwide healthcare regulatory bodies. The Group is audited every 2 years by the FDA and once a year by EU notified body, and no material non-compliance issues have arisen from the audit to date. The Group has also never paid any fine or penalties for non-compliance of any regulatory audit to date.

In addition to regulatory audits, we strive to continuously strengthen our internal controls. QT Vascular actively identifies and manages its enterprise risks, with a particularly strong focus on product safety risks, which is the most heavily regulated and closely monitored issue by the regulators. We have established a risk management system in accordance with ISO 14971:2012 Risk Management for Medical Devices, as well as a suite of SOPs to address all essential elements of risk management, including:

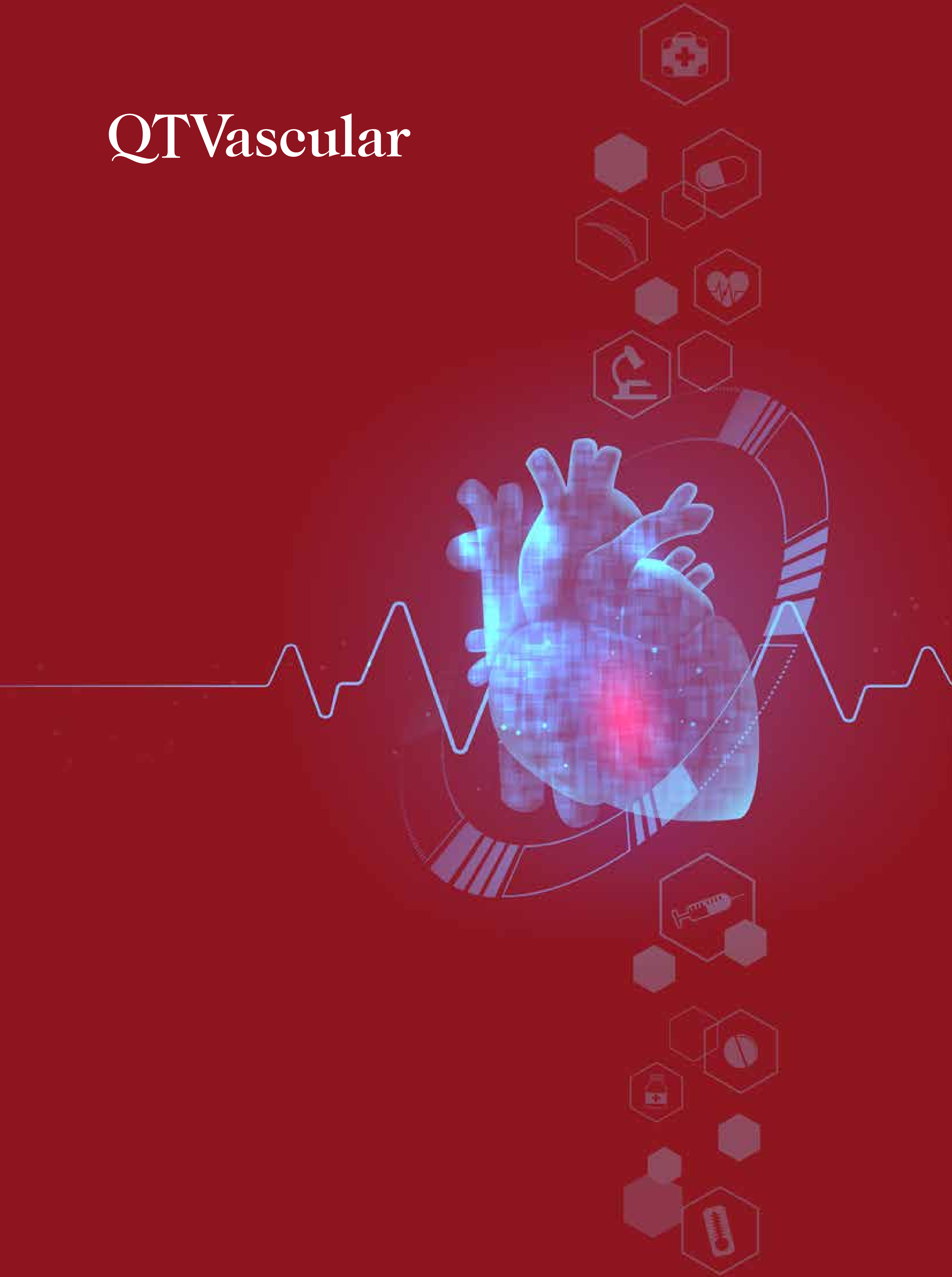
- The development of a risk management plan
- Risk assessment (including hazard identification and analysis, risk estimation, and evaluation of risk acceptability)
- Risk minimisation and risk control
- Risk-based decision making
- Risk monitoring, review and reporting

To ensure that we stay abreast with new developments of relevant laws and regulations, our Regulatory Affairs team communicates regularly with regulators and industry associations for updates. When changes occur, we modify our policies and procedures accordingly, maintain strict documentation control, and promptly communicate changes in internal policies and procedures or regulatory requirements with our employees. Each employee is required to read up on the changes and sign off as evidence of review.

In case of any non-conformance with relevant laws and regulations, QT Vascular will duly report to relevant government agencies in compliance with its corresponding reporting obligations under various jurisdictions. QT Vascular will also conduct an internal investigation to identify root causes of non-conformance and develop corresponding risk controls.

Performance Measures	2019	2020	2021 Target
Number of non-compliant incidents concerning product and service information labelling	0	0	Maintain zero non-compliance with all laws and regulations which result in significant fines or non-monetary sanctions
Number of non-compliant incidents concerning marketing communications	0	0	
Number of non-compliant incidents with laws and regulations in the social and economic area that results in significant fines and non-monetary sanctions	0	0	

QTVascular



FINANCIAL CONTENTS

DISCLOSURE TABLE FOR ANNUAL REPORT IN COMPLIANCE TO THE CODE OF CORPORATE GOVERNANCE 2018 AND CATALIST RULES

The Board of Directors (the "**Board**") of QT Vascular Ltd. (the "**Company**" and together with its subsidiaries, the "**Group**") are committed to maintaining high standards of corporate governance and places importance on its corporate governance processes and systems so as to ensure greater transparency, accountability and maximisation of long-term shareholder value.

This report outlines the Company's corporate governance practices that were in place during the financial year ended 31 December 2020 ("**FY2020**"), with specific reference made to the principles and provisions of the Code of Corporate Governance 2018 (the "**Code**"), the accompanying Practice Guidance in February 2020 (the "**PG**"), guidances from Code of Corporate Governance 2012 ("**Code 2012**") which are still in effect as well as the disclosure guide developed by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") in January 2015 (the "**Guide**").

Provision	Code and/or Provision Description	Company's Compliance or Explanation
General	(a) Has the Company complied with all the principles and provisions of the Code? If not, please state the specific deviations and alternative corporate governance practices adopted by the Company in lieu of the recommendations in the Code.	The Company has complied with the principles and provisions as set out in the Code and the Guide, where applicable. Appropriate explanations have been provided in the relevant sections below where there are deviations from the Code, Code 2012 and/or the Guide.
	(a) In what respect do these alternative corporate governance practices achieve the objectives of the principles and conform to the guidelines of the Code?	Not applicable. The Company did not adopt any alternative corporate governance practices in FY2020.
BOARD MATTERS		
The Board's Conduct of Affairs		
1.1 4.2 6.2 10.2 Catalist Rule 406(3)(e) Catalist Rule 1204(10B)	What is the role of the Board?	As at the date of this report, the Board has 4 members and comprises the following: (see table below and notes)

Composition of the Board		*Composition of the Board Committees* • *C – Chairman* • *M - Member*		
Name of Director	**Designation**	**AC (1)**	**NC (2)**	**RC (3)**
Eitan Konstantino	Chief Executive Officer ("**CEO**")	-	M	-
Amir Belson	Independent Chairman	M	M	C
Gregory David Casciaro	Independent Director	M	C	M
Eric Sho Kian Hin	Independent Director	C	-	-

Notes:

*(1) The Audit Committee ("**AC**") comprises three (3) members, all of whom are independent.*

*(2) The Nominating Committee ("**NC**") comprises three (3) members, the majority of whom, including the Chairman, are independent.*

*(3) The Remuneration Committee ("**RC**") comprises two (2) members, all of whom are independent following the resignation of Mark Allen Wan on 18 November 2020. The Company is in the process of identifying a new independent director and reorganising the respective Board committees which will fill up the vacancy left by Mark Allen Wan in the RC. All members of the RC are non-executive Directors.*

Provision	Code and/or Provision Description	Company's Compliance or Explanation
		The terms of reference of the AC, NC and RC are set out in Sections 10.1, 4.1 and 6.1 respectively. The Board is entrusted to lead and oversee the Group, with the fundamental principle to act in the best interests of the Group and hold management accountable for performance. In addition to its statutory duties, the Board's principal functions are, *inter alia*: • overseeing the Group, including its control and accountability systems; • monitoring and reviewing senior management's performance and implementation of strategy; • satisfying itself that senior management has developed and implemented a sound system of risk management and internal controls in relation to financial reporting risks and has reviewed the effectiveness of the operation of that system; • assessing the effectiveness of senior management's implementation of systems for managing material business risks, including the making of additional enquiries and to request assurances regarding the management of material business risks, as appropriate; • ensuring compliance with all laws and regulations as may be relevant to the business; • formulating and approving financial objectives of the Group and monitoring its performance such as reviewing and approving of financial results announcements and financial statements; and • providing overall corporate governance of the Group. The Company has in place practices to address potential conflicts of interest. All Directors are required to notify the Company promptly of all conflicts of interest as soon as it is practicable after the relevant facts have been come to his knowledge as well as when required and refresh the required declaration annually. Directors are required to recuse themselves from all deliberations/voting in relation to the matters which he has a conflict of interest in, unless the Board is of the opinion that the participation of the conflicted Director is of the best interest to the Company. Nonetheless, he will abstain from voting in relation to the conflict-related matters.
1.2 Catalist Rule 406(3)(a)	(a) Are new Directors given formal training? If not, please explain why.	Newly appointed Directors will receive comprehensive and tailored induction upon joining the Board, including their duties as directors and how to discharge those duties. An orientation program including site visits to the Group's operations will be held where required to ensure that the Directors are familiar and understand with the Group's business, organisation structure, corporate strategies and policies, and governance practices. The Company will also provide training for newly appointed Directors who have no prior experience as a director of a Singapore public listed company as prescribed by the SGX-ST under Rule 406(3)(a) and Practice Note 4D of the Catalist Rules. The training of Directors will be arranged and funded by the Company.
	(b) What are the types of information and training provided to (i) new Directors and (ii) existing Directors to keep them up-to-date?	The Board values on-going professional development and recognises that it is important that all Directors receive regular training so as to be able to serve effectively on and contribute to the Board. The Board will consider adopting a policy on continuous professional development for Directors. To ensure Directors can fulfil their obligations and to continually improve the performance of the Board, all Directors are encouraged to undergo continual professional development during the term of their appointment. Professional development may relate to a particular subject area, committee membership, or key developments in the Company's environment, market or operations which may be provided by accredited training providers such as the Singapore Institute of Directors. Directors are encouraged to consult the Chairman if they consider that they personally, or the Board as a whole, would benefit from specific education or training regarding matters that fall within the responsibility of the Board or relate to the Company's business. Such trainings costs are borne by the Company. Briefings and updates for the Directors in FY2020 include: • the external auditors ("**EA**") had briefed the AC on changes or amendments to accounting standards; • the Sponsors and Company Secretary had briefed the Board on regulatory changes, such as changes to the Companies Act and/or the SGX-ST Listing Manual Section B: Rules of Catalist; and • the Directors are regularly briefed by the CEO and Chief Financial Officer ("**CFO**") on the business activities of the Group.

<table>
<tr><th>Provision</th><th>Code and/or Provision Description</th><th>Company’s Compliance or Explanation</th></tr>
<tr><td>1.3</td><td>What are the types of material transactions which require approval from the Board?</td><td>Matters and transactions that require the Board’s approval are clearly communicate with the Management in writing and it includes, amongst others, the following:

• major capital expenditure, capital management and acquisitions and divestitures;
• Chapter 9 and Chapter 10 transactions in the SGX-ST Listing Manual Section B: Rules of Catalist (the “Catalist Rules”);
• the Company's control and accountability systems;
• share issuance, dividend release or changes in capital;
• the Company's policies on risk oversight and management, internal compliance and control, Code of Conduct, and legal compliance;
• the Company's financial statements, financial results announcements, budgets; and
• all matters which crosses the relevant thresholds stipulated in the Catalist Rules or which the Board considers material for announcement. The Board will consider materiality in the context that reflects the stage of development of the Company and also takes into consideration the guidelines provided in the Catalist Rules.</td></tr>
<tr><td>1.4</td><td>Has the Board delegated certain responsibilities to committees? If yes, please provide details.</td><td>The Board has delegated certain responsibilities to the AC, the NC and the RC (collectively, the “Board Committees”). The compositions of the Board Committees have been set out in Section 1.1 of this report.</td></tr>
<tr><td>1.5</td><td>Have the Board and Board Committees met in the last financial year?</td><td>The Board meets at least four (4) times a year, and as and when circumstances require. Directors with multiple Board representations ensure that sufficient time and attention are given to the affairs of each company. During FY2020, the number of the Board and Board Committee meetings held and the attendance of each Board member are shown below:

<table>
<tr><th colspan="5">Table 1.5 – Board and Board Committee Meetings in FY2020</th></tr>
<tr><th></th><th>Board</th><th>AC</th><th>NC</th><th>RC</th></tr>
<tr><td>Number of Meetings Held</td><td>4</td><td>2</td><td>1</td><td>1</td></tr>
<tr><td>Name of Director</td><td colspan="4">Number of Meetings Attended</td></tr>
<tr><td>Mark Allen Wan(1)</td><td>3</td><td>1*</td><td>-</td><td>-</td></tr>
<tr><td>Eitan Konstantino</td><td>4</td><td>2*</td><td>1</td><td>1*</td></tr>
<tr><td>Gregory David Casciaro</td><td>4</td><td>2</td><td>1</td><td>1</td></tr>
<tr><td>Sho Kian Hin</td><td>4</td><td>2</td><td>1*</td><td>1*</td></tr>
<tr><td>Amir Belson</td><td>4</td><td>2</td><td>1</td><td>1</td></tr>
</table>

* By invitation

Note:

(1) Mr Mark Allen Wan resigned as director of the Company on 18 November 2020.

The Company’s Constitution (the “Constitution”) allows for Board meetings to be held through teleconferencing and/or videoconferencing.</td></tr>
</table>

<table>
<tr><th>Provision</th><th>Code and/or Provision Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td>1.6</td><td>What types of information does the Company provide to Non-Executive Directors to enable them to understand its business and financial environment as well as the risks faced by the Company? How frequently is the information provided?</td><td>
It is the aim of the Board to provide shareholders with a balanced and understandable assessment of the Company's performance, position, and prospects. This responsibility extends to the interim and full-year financial results announcements, other price-sensitive public reports, and reports to regulators (if required).
Management provides the Board with key information that is complete, adequate, and timely. The types of information which are provided by Management to Independent Directors are set out in the table below:
<table>
<tr><th></th><th>Information</th><th>Frequency</th></tr>
<tr><td>1.</td><td>Board papers (with background or explanatory information relating to the matters brought before the Board, where necessary)</td><td>Quarterly</td></tr>
<tr><td>2.</td><td>Updates to the Group's operations and the markets in which the Group operates in</td><td>Quarterly</td></tr>
<tr><td>3.</td><td>Reports on on-going or planned corporate actions</td><td>Quarterly</td></tr>
<tr><td>4.</td><td>Internal auditors' ("IA") report(s)</td><td>Yearly</td></tr>
<tr><td>5.</td><td>Regulatory updates and implications</td><td>As and when required</td></tr>
<tr><td>6</td><td>Significant project updates</td><td>As and when required</td></tr>
<tr><td>7</td><td>External Auditors' reports</td><td>Yearly</td></tr>
</table>
Management recognises the importance of circulating information on a timely basis to ensure that the Board has adequate time to review the materials to facilitate a constructive and effective discussion during the scheduled meetings. As such, Management endeavours to circulate information for the Board meetings at least one week prior to the meetings to allow sufficient time for the Directors' review.
Key management personnel will also provide any additional material or information that is requested by Directors or that is necessary to enable the Board to make a balanced and informed assessment of the Group's performance, position and prospects. Directors are also provided with the contact details of key management personnel to facilitate direct and independent access to Management.
</td></tr>
<tr><td>1.7</td><td>Do the Directors have separate and independent access to Management, the Company Secretary and professional advisers?</td><td>
All Directors have separate and independent access to the Management and Company Secretary at all times.
The role of the Company Secretary, the appointment and removal of whom is a matter for the Board as a whole, is as follows:

Ensuring that board procedures are followed and that the Company's Constitution, applicable rules and regulations, including requirements of the Securities and Futures Act (Chapter 289) of Singapore, the Companies Act (Chapter 50) of Singapore and the SGX-ST Listing Manual Section B: Rules of Catalist (the "Catalist Rules"), are complied with;
Ensuring good information flows within the Board and its board committees and between the senior management and the Directors,
Advising the Board on all corporate governance matters,
Facilitating orientation and assisting with professional developments;
Attending all board and committee meetings;
Ensuring coordination and liaison between the Board, the Board Committees and key management personnel; and
Assisting the Chairman, the Chairman of each Board Committee and key management personnel in the development of agendas for the various Board and Board Committee meetings.

Individually or collectively, in order to execute their duties, Directors are able to obtain independent professional advice at the Company's expense as and when required. The appointment of such independent professional advisors is subject to approval of the Board.
</td></tr>
</table>

CORPORATE GOVERNANCE

<table>
<tr><th>Provision</th><th>Code and/or Provision Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td colspan="3"><u>Board Composition and Guidance</u></td></tr>
<tr><td>2.1
2.2
2.3
Code 2012 – Guideline 2.2</td><td>Does the Company comply with the provisions on the proportion of Independent Directors on the Board? If not, please state the reasons for the deviation and the remedial action taken by the Company.</td><td>As at the date of this Annual Report, the Board comprises one Executive Director and three Non-Executive Independent Directors.

In view that the Chairman of the Company is a Non-Executive Independent Director and the independent directors make up more than one-third of the Board, there is a strong and independent element on the Board which provide independence of thought when making decisions which are in the best interest of the Company. The Company has complied with the relevant provisions as a majority of the Board members are independent non-executive directors.

Mr Amir Belson is the Non-Executive Independent Chairman of the Company and as such there is currently no Lead Independent Director appointed in the Company. Mr Amir Belson makes himself available to shareholders ff they have any concerns relating to matters that contact through the CEO or CFO has failed to resolve, or where such contact is inappropriate, as well as at the Company's general meetings.</td></tr>
<tr><td rowspan="2">2.1
4.4
Catalist Rule 406(3)(c) (effective 1 January 2022)</td><td>Has the independence of the Independent Directors been reviewed in the last financial year?</td><td>Independent Directors make up the majority of the Board members. In determining the independence of the Independent Directors, the Board takes into account the existence of relationships or circumstances, including those identified by the Code, that are relevant in its determination as to whether a Director is independent. The NC has reviewed and confirmed the independence of the Independent Directors in accordance with the Code, PG and Catalist Rules. The Independent Directors have also confirmed their independence in accordance with the Code, PG and Catalist Rules.</td></tr>
<tr><td>(a) Is there any Director who is deemed to be independent by the Board, notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent? If so, please identify the Director and specify the nature of such relationship.

(b) What are the Board's reasons for considering him independent? Please provide a detailed explanation.</td><td>There is no Director who is deemed independent by the Board, notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent.</td></tr>
<tr><td>Code 2012 – Guideline 2.4

Catalist Rule406(3)(d) (effective on 1 January 2022)</td><td>Has any Independent Director served on the Board for more than nine years since the date of his first appointment? If so, please identify the Director and set out the Board's reasons for considering him independent.

With effect from 1 January 2022, a director will not be deemed independent if he has served on a board for an aggregate of more than nine years and his continued appointment as an independent director will have to be sought and approved in separate resolutions by (a) all shareholders; and (b) all shareholders, excluding shareholders who also serve as directors and chief executive officer of the issuer, and associates of such directors and chief executive officer. Such resolutions may remain in force until the earlier of (a) the retirement or resignation of the director; or (b) the conclusion of the third annual general meeting of the Company following the passing of the resolutions.</td><td>As at the date of this annual report and by 1 January 2022, there is and will be no Independent Director who has served beyond nine (9) years since the date of his first appointment.</td></tr>
</table>

<table>
<tr><th>Provision</th><th>Code and/or Provision Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td>2.4</td><td>(a) What is the Board's policy with regard to diversity in identifying director nominees?</td><td>The Board and board committees should comprise directors who as a group provide an appropriate balance and diversity of skills, experience, gender and knowledge of the Company. The Board's policy in identifying director nominees is primarily to have an appropriate mix of members with core competencies such as accounting or finance, business or management experience, industry knowledge, strategic planning experience and customer-based experience or knowledge that could contribute to the Group, regardless of gender to avoid groupthink and foster constructive debate.</td></tr>
<tr><td></td><td>(a) Please state whether the current composition of the Board provides diversity on each of the following – skills, experience, gender and knowledge of the Company, and elaborate with numerical data where appropriate.</td><td>The current Board composition provides a diversity of skills, experience and knowledge to the Company as follows:
<table>
<tr><td colspan="3">Table 2.4 – Balance and Diversity of the Board</td></tr>
<tr><th></th><th>Number of Directors</th><th>Proportion of Board (%)</th></tr>
<tr><td>Core Competencies</td><td></td><td></td></tr>
<tr><td>- Accounting or finance</td><td>3</td><td>75</td></tr>
<tr><td>- Business management</td><td>4</td><td>100</td></tr>
<tr><td>- Legal or corporate governance</td><td>4</td><td>100</td></tr>
<tr><td>- Relevant industry knowledge or experience</td><td>4</td><td>100</td></tr>
<tr><td>- Strategic planning experience</td><td>4</td><td>100</td></tr>
<tr><td>- Customer based experience or knowledge</td><td>4</td><td>100</td></tr>
<tr><td>- Information Technology</td><td>3</td><td>75</td></tr>
<tr><td>Gender</td><td></td><td></td></tr>
<tr><td>- Male</td><td>4</td><td>100</td></tr>
<tr><td>- Female</td><td>-</td><td>-</td></tr>
</table></td></tr>
<tr><td></td><td>(c) What steps have the Board taken to achieve the balance and diversity necessary to maximise its effectiveness?</td><td>The Board has taken the following steps to maintain or enhance its balance and diversity:

• Annual review by the NC to assess if the existing attributes and core competencies of the Board are complementary and enhance the efficacy of the Board; and
• Annual evaluation by the Directors of the skill sets the other Directors possess, with a view to understand the range of expertise which is lacking by the Board.

The NC will consider the results of these exercises in its recommendation for the appointment of new directors and/or the re-appointment of incumbent directors.</td></tr>
<tr><td>2.5</td><td>Have the Non-Executive Directors and/or Independent Directors met in the absence of management in the last financial year?</td><td>The Non-Executive Directors and/or Independent Directors, led by the Non-Executive Independent Chairman, are scheduled to meet regularly, and as warranted, to discuss concerns or matters such as the effectiveness of Management. Such discussions are concluded in the absence of management.

The Non-Executive Directors and/or Independent Directors have met once in the absence of management in FY2020. The Chairman of such meetings provide feedback to the Board and/or Chairman as appropriate.</td></tr>
<tr><td colspan="3"><u>Chairman and Chief Executive Officer</u></td></tr>
<tr><td>3.1

3.2

3.3</td><td>Are the duties between Chairman and CEO segregated?</td><td>The roles of the Chairman and CEO are separate to ensure a clear division of their responsibilities, increased accountability and greater capacity of the Board for independent decision making. The Chairman is not related to the CEO.

The responsibilities of the Chairman are as follows:

(a) to lead the Board to ensure its effectiveness on all aspects of its role;

(b) to promote a culture of openness and debate at the Board;

(c) to facilitate the effective contribution of non-executive directors in particular; and

(d) to promote high standards of corporate governance.</td></tr>
</table>

<table>
<tr><th>Provision</th><th>Code and/or Provision Description</th><th>Company’s Compliance or Explanation</th></tr>
<tr><td></td><td></td><td>The responsibilities of the CEO are as follows:

(a) to progress and advance the strategic direction provided by the Board;

(b) the operational running of the Company, pursuant to the Board delegating to the CEO certain of the Board's powers, authorities and discretions;

(c) to set the agenda of Board meetings and ensure that adequate time is available for discussion of all agenda items, in particular strategic issues;

(d) to ensure that the directors receive complete, adequate and timely information;

(e) to ensure effective communication with shareholders; and

(f) to encourage constructive relations within the Board and between the Board and Management.

The Board is satisfied that there is sufficient transparency and accountability in view of the distinction of responsibilities. Mr Amir Belson is an independent Director and is also the Chairman of the Board and he is also available to shareholders at the Company’s general meetings and could be contacted at ab@amirbelson.com. Hence, the Board is of the view that there is no need to appoint a lead independent director as there is a sufficiently strong independent element on the Board which enables the exercise of judgement with regards to the corporate affairs of the Group.</td></tr>
<tr><td colspan="3"><u>Board Membership</u></td></tr>
<tr><td>4.1</td><td>What are the duties of the NC?</td><td>The NC is guided by key terms of reference as follows:

(a) the review of board succession plans for directors, in particular, the Chairman, the CEO and key management personnel;

(b) the development of a process and criteria for evaluation of the performance of the Board, its board committees and directors;

(c) the review of training and professional development programs for the Board;

(d) to review and approve any new employment of related persons and proposed terms of their employment;

(e) to decide whether or not a director of the Company is able to and has been adequately carrying out his duties as a director; and

(f) board appointments and re-nominations of existing directors for re-election in accordance with the Company’s Constitution (including alternate directors, if applicable) after having considered important issues, as part of the process for the selection, appointment and re-appointment of directors, as to composition and progressive renewal of the Board and each director’s competencies, commitment, contribution and performance (e.g. attendance, preparedness, participation, candour) including, if applicable, as an independent director as well as ensuring all directors submit themselves for re-nomination and re-appointment at regular intervals and at least once every three years.</td></tr>
<tr><td>4.3

Catalist Rule 720(4)</td><td>Please describe the board nomination process for the Company in the last financial year for (i) selecting and appointing new directors and (ii) re-electing incumbent directors.</td><td>
<table>
<tr><th colspan="3">Table 4.3(a) – Process for the Selection and Appointment of New Directors</th></tr>
<tr><td>1.</td><td>Determination of selection criteria</td><td>• The NC, in consultation with the Board, would identify the current needs of the Board in terms of expertise and skills that are required in the context of the strengths and weaknesses of the existing Board to complement and strengthen the Board.</td></tr>
<tr><td>2.</td><td>Search for suitable candidates</td><td>• The NC would consider candidates proposed by the Directors, key management personnel or substantial shareholders, and may engage professional search firms where necessary.</td></tr>
<tr><td>3.</td><td>Assessment of shortlisted candidates</td><td>• The NC would meet and interview the shortlisted candidates to assess their suitability.</td></tr>
<tr><td>4.</td><td>Appointment of director</td><td>• The NC would recommend the selected candidate to the Board for consideration and approval.</td></tr>
</table>
</td></tr>
</table>

<table>
<tr><th>Provision</th><th>Code and/or Provision Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td></td><td></td><td>
<table>
<tr><th colspan="3">Table 4.3(b) – Process for Re-electing Incumbent Directors</th></tr>
<tr><td>1.</td><td>Assessment of director</td><td>• The NC would assess the contributions and performance of the director in accordance with the performance criteria set by the Board; and
• The NC would also review the range of expertise, skills and attributes of current Board members and consider the current needs of the Board.</td></tr>
<tr><td>2.</td><td>Re-appointment of director</td><td>• Subject to the NC's satisfactory assessment of their overall contributions and performance, the NC would recommend the proposed re-appointment of the director to the Board for its consideration and approval.</td></tr>
</table>
</td></tr>
<tr><td></td><td></td><td>Pursuant to Article 98 of the Constitution, at least one-third of the Directors for the time being (or if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation. Rule 720(4) of the Catalist Rules also requires all Directors to submit themselves for re-nomination and re-appointment at least once every three (3) years. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment or have been in office for three (3) years since their last election.

Directors appointed by the Board during the financial year, shall only hold office until the next annual general meeting ("AGM") and thereafter be eligible for re-election at the AGM.

After assessing their contribution and performance, the NC has recommended the following Directors who are retiring at the forthcoming AGM pursuant to the respective sections of the Company's Constitution, to be nominated for re-election:

<table>
<tr><th colspan="3">Table 4.3(c) – Re-election of Directors retiring at the forthcoming AGM</th></tr>
<tr><th>Name</th><th>Designation</th><th>Pursuant to Article</th></tr>
<tr><td>Eric Sho Kian Hin</td><td>Independent Director</td><td>98</td></tr>
<tr><td>Gregory David Casciaro</td><td>Independent Director</td><td>98</td></tr>
</table>

Eric Sho Kian Hin have offered himself for re-election and the Board has accepted the recommendation. Further details on Eric Sho Kian Hin is set out on pages 119 to 122 of the Annual Report.

Gregory David Casciaro has decided to retire from the Board and will not be seeking re-election at the upcoming AGM and the Board has accepted his decision. The Company is in the process of identifying a new independent director to fill up the vacancy following Gregory David Casciaro's retirement from the Board.</td></tr>
<tr><td>4.5</td><td>(a) What is the maximum number of listed company board representations that the Company has prescribed for its directors? What are the reasons for this number?</td><td>The Board has set the maximum number of listed company board representations as 8.

Having assessed the capacity of the Directors based on factors disclosed in Section 4.5(c) below, the Board is of the view that this number would allow Directors to have increased exposure to different Boards and broaden their experience and knowledge in relation to Board matters, hence ultimately benefiting the Company.</td></tr>
<tr><td></td><td>(b) If a maximum has not been determined, what are the reasons?</td><td>Not applicable.</td></tr>
<tr><td></td><td>(c) What are the specific considerations in deciding on the capacity of directors?</td><td>The considerations in assessing the capacity of Directors include the following:

• Expected and/or competing time commitments of Directors, including whether such commitment is a full-time or part-time employment capacity;
• Geographical location of Directors;
• Size and composition of the Board;
• Nature and scope of the Group's operations and size; and
• Capacity, complexity and expectations of the other listed directorships and principle commitments held.</td></tr>
</table>

<table>
<tr><th>Provision</th><th>Code and/or Provision Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td></td><td></td><td>The measures and evaluation tools in place to assess the performance and consider competing time commitments of the Directors include the following:-

• Declarations by individual Directors of their other listed company board directorships and principal commitments;
• Annual confirmations by each Director on his/her ability to devote sufficient time and attention to the Company's affairs, having regard to his/her other commitments; and
• Assessment of the individual Directors' performance based on the criteria set out in Section 5 of this report</td></tr>
<tr><td></td><td>(d) Have the Directors adequately discharged their duties?</td><td>The NC has reviewed the time spent and attention given by each of the Directors to the Company's affairs, taking into account the multiple directorships and other principal commitments of each of the Directors (if any) and is satisfied that all Directors have discharged their duties adequately for FY2020.</td></tr>
<tr><td>PG 4</td><td>Are there alternate Directors?</td><td>The Company does not have any alternate directors.</td></tr>
<tr><td colspan="3"><u>Board Performance</u></td></tr>
<tr><td></td><td></td><td></td></tr>
<tr><td>5.1

5.2</td><td>What is the performance criteria set to evaluate the effectiveness of the Board as a whole and its board committees, and for assessing the contribution by each Director to the effectiveness of the Board?</td><td>Table 5 sets out the performance criteria, as recommended by the NC and approved by the Board, to be relied upon to evaluate the effectiveness of the Board as a whole and its Board Committees, and for assessing the contribution by each Director to the effectiveness of the Board to address how the Board has enhanced long-term shareholders' value:

<table>
<tr><td colspan="3">Table 5 – Performance Criteria for Evaluating Board Effectiveness</td></tr>
<tr><th>Performance Criteria</th><th>Board and Board Committees</th><th>Individual Directors</th></tr>
<tr><td>Qualitative</td><td>1. Size and composition
2. Access to information
3. Board processes
4. Inputs to strategic planning
5. Board accountability
6. CEO/Top Management interaction
7. Standards of Conduct
8. Board Committee' performance in relation to discharging their responsibilities set out in their respective terms of reference</td><td>1. Commitment of time
2. Knowledge and abilities
3. Teamwork
4. Overall effectiveness
5. Engagement with Management
6. Independence and objectivity</td></tr>
<tr><td>Quantitative</td><td colspan="2">1. Attendance at Board and Board Committee meetings</td></tr>
</table>

The evaluations are designed to assess the Board's effectiveness to enable the NC Chairman and Board to identify the areas of improvement or enhancement which can be made to the Board. No external facilitator was used in the evaluation process.

The NC would review the criteria on a periodic basis to ensure that the criteria is able to provide an accurate and effective performance assessment taking into consideration industry standards and the economic climate with the objective to enhance long term shareholders value, thereafter propose amendments if any, to the Board for approval.

The NC did not propose any changes to the performance criteria for FY2020 as compared to the previous financial year as the Board composition and the Group's principal business activities remained the same since FY2019.</td></tr>
<tr><td></td><td>(a) What was the process upon which the Board reached the conclusion on its performance for the financial year?</td><td>The review of the performance of the Board and the Board Committees is conducted by the NC annually. The review of the performance of each Director is also conducted at least annually and when the individual Director is due for re-election.

For FY2020, the review process was as follows:

1. All Directors individually completed a board evaluation questionnaire on the effectiveness of the Board and Board Committees, and the individual Directors based on criteria disclosed in Table 5 above;</td></tr>
</table>

Provision	Code and/or Provision Description	Company's Compliance or Explanation
		2. The questionnaire results are collated for the NC's discussion and the NC concluded the performance results during the NC meeting; and 3. All NC members have abstained from the voting or review process of any matters in connection with the assessment of his performance. No external facilitator was used in the evaluation process.
	(b) Has the Board met its performance objectives?	Yes, the Board Committees and the Directors have met their performance objectives.
REMUNERATION MATTERS		
Procedures for Developing Remuneration Policies		
6.1 6.3	What is the role of the RC?	The RC is guided by key terms of reference which include, amongst others, the following: (a) Review and recommend to the Board a general framework of remuneration for the Board and key management personnel, as well as specific remuneration packages for each Director and key management personnel of the Company; (b) Review annually the remuneration of the key management personnel and the Executive Director(s) including the terms of renewal for their Service Agreements; (c) Review the Company's obligations arising in the event of termination of the executive directors and key management personnel's contracts of service and to ensure that such contracts of service contain fair and reasonable termination clauses which are not overly generous; and (d) Oversee the administration of the options granted under the 2005 Stock Plan, the QTV 2013 Share Plan, the 2010 Equity Incentive Plan, the 2014 QTV Employee Share Option Scheme ("**2014 ESOS**") and QT Vascular Restricted Share Plan 2015 ("**2015 RSP**") (or such other similar share plans as may be implemented by the Company from time to time). **Termination Clause** There is currently no amount for termination, retirement and post-employment benefits granted to the Executive Director and the top key management personnel (who are not Executive Directors). **Claw-back mechanism** The Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Director and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. The Executive Director owe a fiduciary duty to the Company. The Company avails itself to remedies against the Executive Director in the event of such breach of fiduciary duties. The Board is of the view that as the Group pays performance bonuses based on the actual performance of the Group and/or Company (and not on forward-looking results) as well as the actual results of its Executive Director and key management personnel, hence, "claw-back" provisions in the service agreements may not be relevant or appropriate.
6.4	Were remuneration consultants engaged in the last financial year?	In FY2020, the Company did not engage any remuneration consultants.
Level and Mix of Remuneration		
7.1 7.3	What is the Company's remuneration policy?	The Company's remuneration policy, which covers all aspects of remuneration, including but not limited to directors' fees, salaries, allowances, benefits-in-kind, bonuses, options, share-based incentives and awards, is one that seeks to attract, retain and motivate talent to achieve the Company's business vision and create sustainable value for its stakeholders. The policy articulates to staff the link that total compensation has to the achievement of organisational and individual performance objectives and benchmarked against relevant and comparative compensation in the market.

<table>
<tr><th>Provision</th><th>Code and/or Provision Description</th><th>Company’s Compliance or Explanation</th></tr>
<tr><td></td><td>(a) Please describe how the remuneration received by Executive Directors and key management personnel has been determined by the performance criteria.</td><td>The remuneration received by the CEO and key management personnel takes into consideration his or her individual performance and contribution towards the overall performance of the Group for FY2020. Their remuneration is made up of fixed and variable compensation. The fixed compensation consists of an annual base salary, fixed allowance and annual wage supplement. The variable compensation is determined based on the level of achievement of corporate and individual performance objectives.</td></tr>
<tr><td></td><td>(b) What were the performance conditions used to determine their entitlement under the short term and long term incentive schemes?</td><td>The following performance conditions were chosen for the Group to remain competitive and to motivate the Executive Directors to provide good stewardship of the Group and for key management personnel to work in alignment with the long term goals of all stakeholders:
<table>
<tr><th colspan="2">Table 7 – Incentive Performance Conditions</th></tr>
<tr><th>Performance Conditions</th><th>Short-term Incentives
(such as performance bonus)</th></tr>
<tr><td>Qualitative</td><td>1. Leadership
2. People development
3. Commitment
4. Teamwork</td></tr>
</table></td></tr>
<tr><td></td><td>(c) Were all of these performance conditions met? If not, what were the reasons?</td><td>Yes, the RC has reviewed and is satisfied that the performance conditions were met for FY2020.</td></tr>
<tr><td>7.2</td><td>Please describe how the remuneration received by Non-Executive Directors has been determined by the performance criteria.</td><td>The Non-Executive Directors do not have any service agreements with the Company. Except for directors’ fees, which have to be approved by shareholders at AGMs, the Non-Executive Directors do not receive any other forms of remuneration from the Company.

The fees for the financial year in review are determined in the current financial year, proposed by the Management, submitted to the RC for review and thereafter recommended to the Board for approval.

The RC has reviewed and assessed that the remuneration of the Non-Executive Directors for FY2020 is appropriate, considering the effort, time spent and responsibilities of the said Directors.</td></tr>
<tr><td colspan="3"><u>Disclosure on Remuneration</u></td></tr>
<tr><td>8.1</td><td>(a) Has the Company disclosed each Director’s and the CEO’s remuneration as well as a breakdown (in percentage) into base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?</td><td>The breakdown for the remuneration of the Directors for FY2020 is as follows:
<table>
<tr><th colspan="7">Table 8.1 – Directors’ Remuneration</th></tr>
<tr><th>Name</th><th>Remuneration Bands[1]</th><th>Salary (%)</th><th>Bonus (%)</th><th>Directors Fees (%)</th><th>Benefits-in-kind (%)</th><th>Total (%)</th></tr>
<tr><td>Eitan Konstantino</td><td>C</td><td>93</td><td>-</td><td>-</td><td>7</td><td>100</td></tr>
<tr><td>Mark Allen Wan[2]</td><td>A</td><td>-</td><td>-</td><td>100</td><td>-</td><td>100</td></tr>
<tr><td>Gregory David Casciaro</td><td>A</td><td>-</td><td>-</td><td>100</td><td>-</td><td>100</td></tr>
<tr><td>Eric Sho Kian Hin</td><td>A</td><td>-</td><td>-</td><td>100</td><td>-</td><td>100</td></tr>
<tr><td>Amir Belson</td><td>A</td><td>-</td><td>-</td><td>100</td><td>-</td><td>100</td></tr>
</table>
Notes:

(1) Remuneration Bands:

Band “A” refers to remuneration of up to S$250,000 per annum; and

Band “C” refers to remuneration from S$500,001 to S$750,000 per annum.

(2) Mr Mark Allen Wan resigned as director of the Company on 18 November 2020.

After reviewing the industry practice and analysing the advantages and disadvantages in relation to the disclosure of remuneration of each Director to the nearest thousand dollars, the Company is of the view that such disclosure would be prejudicial to its business interest given the highly competitive environment and the nature of the industry for which specialised skill sets are required.</td></tr>
</table>

<table>
<tr><th>Provision</th><th>Code and/or Provision Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td></td><td></td><td>There were no termination, retirement and post-employment benefits that may be granted to Directors, the CEO and the top key management personnel (who are not Directors or the CEO).</td></tr>
<tr><td></td><td>(b) Has the Company disclosed each key management personnel's remuneration, in bands of S$250,000 or more in detail, as well as a breakdown (in percentage) into base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives? If not, what are the reasons for not disclosing so?</td><td>The Company only has three (3) top key management personnel.

The breakdown for the remuneration of the Company's key management personnel (who are not Directors or the CEO) for FY2020 is as follows:

<table>
<tr><th colspan="5">Table 8.2 – Remuneration of Key Management Personnel</th></tr>
<tr><th>Name</th><th>Remuneration Bands[1]</th><th>Salary (%)</th><th>Benefits-in-kind (%)</th><th>Total (%)</th></tr>
<tr><td>Kelvin Tong</td><td>A</td><td>94</td><td>6</td><td>100</td></tr>
<tr><td>Maria Pizarro[2]</td><td>B</td><td>94</td><td>6</td><td>100</td></tr>
<tr><td>Momi Brosh[3]</td><td>A</td><td>-</td><td>-</td><td>-</td></tr>
</table>

Note:

(1) Band "A" refers to remuneration of up to S$250,000 per annum; and

Band "B" refers to remuneration from S$250,001 to S$500,000 per annum.

(2) Ms Maria Pizarro retired as Executive Vice President and Vice President of Research and Development of TriReme Medical, LLC, a wholly-owned subsidiary of the Company on 31 December 2020.

(3) Mr Momi Brosh has been on unpaid leave of absence for FY2020.

After reviewing the industry practice and analysing the advantages and disadvantages in relation to the disclosure of remuneration of each key management personnel to the nearest thousand dollars, the Company is of the view that such disclosure would be prejudicial to its business interest given the highly competitive environment and the nature of the industry for which specialised skill sets are required.

There were no termination, retirement and post-employment benefits that may be granted to the top key management personnel (who are not Directors or the CEO).</td></tr>
<tr><td></td><td>(c) Please disclose the aggregate remuneration paid to the top three key management personnel (who are not Directors or the CEO).</td><td>The total remuneration paid to the top three (3) key management personnel (excluding the CEO) for FY2020 was S$520,577.</td></tr>
<tr><td>8.2</td><td>Is there any employee who is substantial shareholder of the Company or is an immediate family member of a Director or the CEO or is immediate family of substantial shareholder of the Company, and whose remuneration exceeds S$100,000 during the last financial year? If so, please identify the employee and specify the relationship with the relevant Director or the CEO.</td><td>There is no employee who is a substantial shareholder or employee of the Group who is an immediate family member of a Director, substantial shareholder or the CEO whose remuneration exceeded S$100,000 in FY2020.</td></tr>
<tr><td>8.3</td><td>Please provide details of the employee share scheme(s).</td><td>Save for Eitan Konstantino, the CEO of the Company, there are no participants who received 5% or more of the total number of outstanding options that have been granted under the Scheme (as defined on pages 41 and 42 of this Annual Report).

Save for Eitan Konstantino, the CEO of the Company, Momi Brosh, the General Manager of the Company's Singapore operations and Kelvin Tong, the CFO of the Company, there are no participants who received 5% or more of the total number of outstanding share awards that have been granted under the 2015 RSP (as defined on page 43 of this Annual Report).</td></tr>
</table>

Provision	Code and/or Provision Description	Company's Compliance or Explanation
		None of the participants who were granted options under the 2005 Stock Plan, the QTV 2013 Share Plan and the 2010 Equity Incentive Plan, received 5% or more of the total number of share options granted. The Company does not have a parent company. During FY2020, no options or share awards have been granted at a discount. Information relating to the Company's options and share awards for ordinary shares in the Company is set out on pages 41 to 43 and 90 to 93 of this Annual Report, and further information of all the employee share schemes can be found in the Company's offer document dated 16 April 2014 and Appendix to shareholders dated 15 April 2015.
ACCOUNTABILITY AND AUDIT		
Risk Management and Internal Controls		
9.1 9.2 Catalist Rule 1204(10)	(a) In relation to the major risks faced by the Company, including financial, operational, compliance, information technology and sustainability, please state the bases for the Board's view on the adequacy and effectiveness of the Company's internal controls and risk management systems.	The Board is responsible for the overall risk governance, risk management and internal control framework of the Group and is fully aware of the need to put in place a system of internal controls within the Group to safeguard shareholders' interests and the Group's assets, and to manage risks. The CEO meets with key management personnel on a regular basis to discuss operational, business and strategic matters. During these meetings, key projects and operational risks are identified and discussed, along with proposed mitigating measures to address these risks to ensure residual risks are mitigated to an acceptable level. Follow-ups are then performed in subsequent meetings to ensure mitigating actions are executed. Any significant issues identified from these meetings are brought to the attention of the Board. The Group has in place a structured and systematic approach to risk management and aims to mitigate the exposures through appropriate risk management strategies and internal controls. Risk management in the Group is a continuous, iterative and integrated process which has been incorporated into various planning, approval, execution, monitoring, review and reporting systems. The Group adopts a top-down as well as bottom-up approach on risk management to ensure strategic, business, operational, financial, reporting, compliance and information technology risk exposures are identified and appropriately managed. The Board and the AC is of the view that the Company's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective for FY2020. The bases for the Board's view are as follows: 1. Assurance has been received from the CEO and CFO (refer to Section (b) below); 2. An internal audit has been done by the IA and significant matters highlighted to the AC and key management personnel were appropriately addressed; 3. Key management personnel regularly evaluates, monitors and reports to the AC on material risks; 4. Discussions were held between the AC and auditors in the absence of the key management personnel to review and address any potential concerns; 5. An enterprise risk management framework was established to identify, manage and mitigate significant risks; and 6. Risk appetite statements with tolerance limits have been approved by the Board to contain risks within acceptable levels. The Company is gradually placing emphasis on sustainability and would implement appropriate policies and programmes when the opportunities arise.

Provision	Code and/or Provision Description	Company's Compliance or Explanation
	(b) In respect of the past 12 months, has the Board received assurance from the CEO and the CFO as well as the IA that: (i) the financial records have been properly maintained and the financial statements give true and fair view of the Company's operations and finances; and (ii) the Company's risk management and internal control systems are effective? If not, how does the Board assure itself of points (i) and (ii) above?	The Board has received assurance from the CEO and the CFO (a) that the financial records have been properly maintained and the financial statements for the financial year ended 31 December 2020 give a true and fair view of the Group's operations and finances; and (b) that the Group's risk management and internal control systems are adequate and effective to address the financial, operational, compliance and information technology risks in the context of the current scope of the Group's business operations. Based on the assurance from the CEO and CFO referred to in the preceding paragraph, the framework of risk management and internal controls established and maintained by the Group, the review performed by the Management and the AC, the work performed by the internal auditors and the review undertaken by the external auditors as part of their statutory audit, the Board, with the concurrence of the AC, is satisfied with the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls, and risk management systems as at 31 December 2020.
Audit Committee		
10.1	What is the composition of and role of the AC?	All members of the AC are Independent, Non-Executive Directors who do not have any management and business relationships with the Company or any substantial shareholder of the Company. None of the AC members were previous partners or directors of the Company's external audit firm within the last twelve months and none of the AC members hold any financial interest in the external audit firm. The AC is guided by the following key terms of reference: (a) Reviewing the significant financial reporting issues and judgements to ensure the integrity of the financial statements of the Company and any formal announcements relating to the Group's financial performance; (b) considering the appointment, re-appointment or removal of the external auditors, the level of their remuneration and matters relating to resignation or removal of the external auditors, and reviewing with the external auditors the audit plans, their evaluation of the system of internal accounting controls, their audit reports, their management letter and the Company's management's response before submission of the results of such review to the Board for approval; (c) considering the appointment, re-appointment or removal of the internal auditors, the level of their remuneration and matters relating to resignation or removal of the internal auditors, and reviewing with the internal auditors the internal audit plans and their evaluation of the adequacy of the Company's system of internal accounting controls and accounting system before submission of the results of such review to the Board for approval prior to the incorporation of such results in the Company's annual report (where necessary); (d) reviewing the system of internal accounting controls and procedures established by management and discussing problems and concerns, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of management where necessary); (e) overseeing the development of the Company's risk framework to manage the current risk exposures and future risk strategy of the Company; (f) reviewing the annual and quarterly financial statements and results announcements, where applicable, before submission to the Board for approval, focusing in particular, on changes in accounting policies and practices, major areas of judgement, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards as well as compliance with any stock exchange and statutory/ regulatory requirements; (g) reviewing the effectiveness and adequacy of the Company's administrative, operating, internal accounting, financial control procedures and risk management system; (h) reviewing the scope and results of the external and internal audit, and the independence and objectivity of the external and internal auditors; (i) reviewing the assurance from the CEO and CFO on the financial records and financial statements; and

<table>
<tr><th>Provision</th><th>Code and/or Provision Description</th><th>Company's Compliance or Explanation</th></tr>
<tr><td></td><td></td><td>(j) reviewing whistleblowing reports by which the staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting and to ensure that arrangements are in place for the independent investigations of such matter and for appropriate follow-up.</td></tr>
<tr><td></td><td>Does the Company have a whistle-blowing policy?</td><td>Yes. The Company's staff and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters by submitting a whistle blowing report to the following Independent Directors:
<table>
<tr><th>Name</th><th>Email Address</th></tr>
<tr><td>Amir Belson</td><td>ab@amirbelson.com</td></tr>
<tr><td>Sho Kian Hin</td><td>eshokh88@yahoo.com</td></tr>
</table>
The AC, upon receipt of complaints or allegations from any employee, determines if an investigation is necessary. If an investigation should be carried out, it will direct an independent investigation to be conducted on the complaint received. The AC and the Board will receive a report on that complaint and findings of any investigations as well as a follow-up report on actions taken. In FY2020, there were no whistle-blowing reports received by the whistle-blowing committee.</td></tr>
<tr><td rowspan="3">Catalist Rules 1204 (6) (a) and 1204(6(b)</td><td>Has the AC reviewed the independence of the EA?</td><td>The AC has reviewed the non-audit services provided by the EA and is satisfied that the nature and extent of such services would not prejudice the independence of the EA, and has recommended the re-appointment of the EA at the forthcoming AGM.</td></tr>
<tr><td>(a) Please provide a breakdown of the fees paid in total to the EA for audit and non-audit services for the financial year.</td><td>
<table>
<tr><th colspan="3">Table 10.1 – Fees Paid/Payable to the EA for FY2020</th></tr>
<tr><th></th><th>US$'000</th><th>% of total</th></tr>
<tr><td>Audit fees</td><td>108</td><td>100</td></tr>
<tr><td>Total</td><td>108</td><td>100</td></tr>
</table>
There were no non-audit fees paid to the EA in FY2020.</td></tr>
<tr><td>(b) If the EA have supplied a substantial volume of non-audit services to the Company, please state the bases for the AC's view on the independence of the EA.</td><td>The Audit Committee is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, Moore Stephens LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company</td></tr>
<tr><td>10.2</td><td>Qualification of the AC members</td><td>Yes. The Board considers Mr Eric Sho Kian Hin, who has extensive and practical accounting and financial management knowledge and experience, well qualified to chair the AC. Mr Amir Belson and Mr Gregory David Casciaro of the AC are also well versed in financial management.

Further details on the key information and profile of the AC members, including academic and professional qualifications, are presented under the Director's Profile section of this Annual Report.

The members of the AC collectively have many years of strong accounting and related financial management expertise and experience and are appropriately qualified to discharge their responsibilities.</td></tr>
<tr><td>10.3</td><td>Exclusion from membership of AC</td><td>None of the AC members are a former partner or director of the Company's existing auditing firm or audit corporation within the last two years and none of the AC members hold any financial interest in the external audit firm.</td></tr>
<tr><td>10.4

Catalist Rules 719(3) and 1204(10C)</td><td>Please provide details of the Company's internal audit function, if any.</td><td>The Company's internal audit function is outsourced to BDO LLP that reports directly to the AC Chairman and administratively to the CEO and CFO. The AC is responsible for the hiring, removal, evaluation and compensation of the accounting or auditing firm or corporation which the internal audit function of the Company is outsourced to.

The AC is satisfied that internal auditor is able to discharge its duties effectively as the internal auditor:

• is independent, given that the internal auditor reports directly to the AC and not to the management of the Company;

• has the appropriate standing in the Company, given, inter alia, its involvement in certain AC meetings and its unfettered access to all the Group's documents, records, properties and personnel, including direct access to the AC, which allows the internal auditors to be effective in their audit of the Group's internal controls.</td></tr>
</table>

Provision	Code and/or Provision Description	Company's Compliance or Explanation
		• is adequately qualified, given that the partner and staff assigned to the internal audit of the Company are members of the Institute of Internal Auditors and it adheres to the Standards for the Professional Practice of Internal Auditing laid down in the International Professional Practices Framework issued by the Institute of Internal Auditors; and • is adequately resourced as there is a team of between 2 to 5 members assigned to the Company's internal audit, led by Willy Leow who has more than 15 years of diverse audit experience.
10.5	Has the AC met with the External and Internal Auditors in the absence of key management personnel?	Yes, the AC has met with the IA and the EA once in the absence of key management personnel in FY2020.
SHAREHOLDER RIGHTS AND RESPONSIBILITIES		
Shareholder Rights and Conduct of General Meetings		
11.1		Shareholders are encouraged to attend the AGM to ensure a greater level of shareholders' participation and for them to be kept up to date with the strategies and goals of the Group. All shareholders of the Company receive a copy of the Annual Report, the notice of AGM and circular and notice pertaining to any extraordinary general meetings of the Company. To facilitate participation by the shareholders, the Constitution allows the shareholders to attend and vote at general meetings of the Company or to appoint not more than two proxies, other than a relevant intermediary (as defined in section 181(6) of the Companies Act) to attend and vote on their behalf. A relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the general meetings. Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (amended on 29 September 2020) (the "**Order**"), and the joint statement issued by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation on 1 October 2020 providing additional guidance on the conduct of general meetings of listed and non-listed entities during elevated safe distancing period (the "**Guidance**"), shareholders and members are unable to physically attend the Company's upcoming AGM. Accordingly, shareholders and members (including those attending the meeting physically (e.g. management shareholders or members) must vote by proxy only, and only the chairman of the AGM may be appointed as proxy. Shareholders and members should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the forthcoming AGM.
11.2		Separate resolutions on each distinct issue are requisite unless they are closely related and are more appropriately tabled together. Reasons, and implications of why resolutions are bundled will be set out in the circulars sent out.
11.3		At the AGM, the EA as well as all Directors (including the respective chairman of the Board Committee) are present to attend and to answer queries from shareholders. Shareholders are given the opportunity at the general meetings of the Company to air their views and query the Directors and the Management on matters relating to the Group and its operations. All the Directors and the EA attended the AGM for the financial year 2019 held on 3 August 2020. The Company views the AGM as a principal forum of dialogue and interaction with all shareholders. The Company will consider the use of other forums set out in the Code as and when such needs arise.
11.4		Voting in absentia such as voting via mails, electronic mails or facsimile at the general meetings may only be possible following careful study to ensure that integrity of the information and authentication of the identity of shareholders through the web is not compromised.
11.5		The Company prepares minutes of general meetings which include substantial and relevant comments and queries from shareholders relating to the agenda of the general meetings together with responses from the Board and Management.

Provision	Code and/or Provision Description	Company's Compliance or Explanation
		For the general meetings held during FY2020, all minutes of such meetings were announced on the Company's corporate website and SGXNET. Pursuant to the Order and the Guidance, the minutes to the Company's upcoming AGM will be published on SGXNET and the Company's corporate website within one month after the AGM.
11.6	Does the Company have a dividend policy?	The Company does not have a fixed dividend policy. Nonetheless, key management personnel will review, *inter alia*, the Group's performance in the relevant financial period, projected capital needs and working capital requirements and make appropriate recommendations to the Board on dividend declaration.
	Is the Company paying dividends for the financial year? If not, please explain why.	The Board has not declared or recommended any dividends for FY2020 as the Company was not profitable and intends to retain all available funds for working capital requirements.
Engagement with Shareholders		
12.1 12.2 12.3	Please disclose if the Company has an investor policy in place.	In line with continuous disclosure obligations, the Company is committed to provide regular and proactive communication with its shareholders but considers advice from its corporate lawyers and professionals on appropriate disclosure requirements before announcing material information to shareholders. All announcements are released via SGXNET including the quarterly and full year financial results, distribution of notices, press releases and other major developments. Price sensitive information to shareholders is publicly released on an immediate basis where required under the Catalist Rules. All shareholders will receive the annual report which is made available on the SGXNET. The Company solicits feedback from and addresses the concerns of shareholders via the following: • an investor relations contact whose contact details can be found on the Investor Relations page of the Company's website, www.qtvascular.com; • media publications; and • investor/analyst briefings. The Company's investor relations website at https://qtvascular.com/news/singapore_exchange/, is a key resource of information for the investment community. It contains comprehensive information on the Company, including annual reports, past financial results, shares and dividend information.
	(a) Does the Company regularly communicate with shareholders and attend to their questions? How often does the Company meet with institutional and retail investors?	The Company strives to communicate regularly with its shareholders and meets shareholders, investors and media who wish to seek a better understanding of the Group's operations as and when necessary and appropriate.
	(b) Is this done by a dedicated investor relations team (or equivalent)? If not, who performs this role?	The Company does not have an internal investor relations team. The Company's CEO and CFO performs the role of investor relations.
	(c) How does the Company keep shareholders informed of corporate developments, apart from SGXNET announcements and the annual report?	Apart from the SGXNET announcements and its annual report, the Company updates shareholders on its corporate developments through its corporate website and its investor relations webpage at www.qtvascular.com.
MANAGING STAKEHOLDERS RELATIONSHIP		
Engagement with Stakeholders		
13.1 13.2 13.3		The Company undertakes an annual review in identifying its material stakeholders through various medium and channels to understand their needs and expectations, and to address their concerns so as to improve product's standards, as well as to align the business interest with those of the stakeholders and ultimately to generate sustainable value in the long-run. It assesses the material environmental, social and governance factors that affects the Group. Please refer to the Company's latest sustainability report set out on pages 11 to 19 of this Annual Report for the assessment process and how such relationships with stakeholders are managed.

COMPLIANCE WITH APPLICABLE CATALIST RULES		
Catalist Rule	**Rule Description**	**Company's Compliance or Explanation**
712, 715	Appointment of Auditors	The Company confirms its compliance to the Catalist Rules 712 and 715.
1204(8)	Material Contracts	There were no material contracts entered into by the Group involving the interest of the CEO, any Director, or controlling shareholder, which are either still subsisting at the end of FY2020 or if not then subsisting, entered into since the end of the previous financial year.
1204(10)	Confirmation of adequacy of internal controls	The Board and the AC are of the opinion that the internal controls are adequate to address the financial, operational and compliance and information technology risks which the Group considers relevant and material to its current business scope and environment for FY2020 based on the following: • internal controls and the risk management system established by the Company; • work performed by the internal and external auditors; • assurances from the CEO and CFO; and • reviews done by the various Board Committees and key management personnel.
1204(17)	Interested Persons Transaction ("**IPT**")	The Group has procedures governing all IPTs to ensure that they are properly documented and reported on a timely manner to the AC and that they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders. In FY2020, there were no interested person transactions which were S$100,000 and above entered into during the current financial period reported on. The Group does not have a general mandate for recurrent interested person transactions.
1204(19)	Dealing in Securities	The Company has adopted an internal policy which prohibits the Directors and officers from dealing in the securities of the Company while in possession of price-sensitive information. The Company, its Directors and officers are also discouraged from dealing in the Company's securities on short term considerations and are prohibited from dealing in the Company's securities during the period beginning two weeks before the announcement of the Company's quarterly financial statements and one month before the announcement of the Company's full-year financial statements respectively, and ending on the date of the announcement of the relevant results.
1204(21)	Non-sponsor fees	The total amount of non-sponsor fees paid/payable to the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd for FY2020 was S$41,000.
Practice Note 7F	Update on Sustainability Report	The Group recognises the importance of sustainability that creates long-term value to our stakeholders by embracing opportunities and managing risks derived from social developments and governance. The Group is committed towards implementing sustainable practices in order to achieve the right balance between the needs of the wider community and the requirements of stakeholders and business growth. The Company's fourth sustainability report has been prepared in accordance with the Global Reporting Initiative Standards and in line with the requirements of the Catalist Rules on sustainability reporting. The report will highlight the key factors such as product quality, business ethics and regulatory compliance. The Company's Sustainability Report is set out on pages 11 to 19 of this Annual Report.

DIRECTORS' STATEMENT

The directors present their statement to the members of QT Vascular Ltd. (the "Company") together with the audited consolidated financial statements of the Company and its subsidiaries (collectively, the "Group") for the financial year ended 31 December 2020 and the statement of financial position of the Company as at 31 December 2020.

In the opinion of the directors:

(a) the consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2020 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year then ended; and

(b) at the date of this statement, there are reasonable grounds to believe that the Group and the Company will be able to pay its debts as and when they fall due, and the financial statements have been prepared on a going concern basis, after taking into consideration the factors as disclosed in Note 3(b) to the financial statements.

1 Directors

The directors of the Company in office at the date of this statement are:

Amir Belson	*Independent Director and Chairman of Board*
Eitan Konstantino	*Executive Director and Chief Executive Officer*
Sho Kian Hin	*Independent Director*
Gregory David Casciaro	*Independent Director (Retiring on 30 April 2021)*

2 Arrangements to Enable Directors to Acquire Shares or Debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other corporate body, except as disclosed under "Share Options and Share Awards" in this statement.

3 Directors' Interests in Shares or Debentures

According to the register of directors' shareholdings kept by the Company under section 164 of the Singapore Companies Act, Chapter 50 (the "Act"), the directors of the Company who held office at the end of the financial year had no interests in the shares or debentures of the Company and its related corporations except as follows:

	Direct interest	
Name of directors	**At the beginning of year**	**At the end of year**
The Company		
Amir Belson		
• Ordinary shares	3,168,948	3,168,948
• Options	79,616	79,616
• Restricted share awards	331,633	331,633

3 Directors' Interests in Shares or Debentures (cont'd)

Name of directors	Direct interest At the beginning of year	At the end of year
The Company		
Eitan Konstantino		
• Ordinary shares	59,189,562	9,189,562
• Options	44,272,008	40,348,184
• Restricted share awards	3,275,687	3,275,687
Sho Kian Hin		
• Ordinary shares	1,968,660	60
• Restricted share awards	331,633	331,633
Gregory David Casciaro (retiring on 30 April 2021)		
• Ordinary shares	1,684,404	1,684,404
• Options	4,115,768	2,497,000
• Restricted share awards	236,880	236,880

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2021.

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares or debentures of the Company and its related corporations, either at the beginning of the financial year or at the end of the financial year.

4 Share Options and Share Awards

(a) Options to Purchase Ordinary Shares

In September 2005 ("2005 Stock Plan"), November 2010 ("2010 Stock Plan") and September 2013 ("2013 Stock Plan"), the Group had established share options plans that entitle certain employees, directors and consultants to purchase ordinary shares of the Company.

On 9 April 2014, the Company had adopted the 2014 QTV Employee Share Option Scheme ("2014 Stock Plan") which became effective upon the listing of the Company on the Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST") on 29 April 2014.

The Group's 2005, 2010, 2013 and 2014 Stock Plans (collectively, the "Scheme") are administered by the Remuneration Committee, comprising two directors of the Company, Amir Belson and Gregory David Casciaro.

4 **Share Options and Share Awards** (cont'd)

(a) Options to Purchase Ordinary Shares (cont'd)

Movements of options under the Scheme are as follows:

	No. of options	
	2020 '000	2019 '000
Outstanding at 1 January	94,453	97,230
Granted during the year	-	-
Forfeited during the year	(8,340)	(1,941)
Expired during the year	(9,990)	(836)
Outstanding at 31 December	76,123	94,453
Exercisable at 31 December	75,567	86,756

Further details of the share options plans are disclosed in Note 24 to the financial statements.

Details of options granted to directors of the Company under the Scheme are as follows:

	Options granted for financial year ended 31 December 2020	Aggregate options granted since commencement of Scheme to 31 December 2020	Aggregate options exercised since commencement of Scheme to 31 December 2020	Aggregate options expired/ forfeited since commencement of Scheme to 31 December 2020	Aggregate options outstanding as at 31 December 2020
Name of directors					
Amir Belson	-	1,200,288	(1,120,672)	-	79,616
Eitan Konstantino	-	48,166,792	(3,120,000)	(4,698,608)	40,348,184
Gregory David Casciaro (retiring on 30 April 2021)	-	4,115,768	-	(1,618,768)	2,497,000
Name of key management personnel					
Randal Farwell (passed away on 15 May 2020)	-	8,340,256	-	(8,340,256)	-
Maria Pizarro (resigned on 31 December 2020)	-	7,325,232	(1,643,536)	-	5,681,696
Momi Mimon Brosh	-	4,077,648	(200,000)	(387,392)	3,490,256

Since the commencement of the Scheme, no options have been granted to the controlling shareholders of the Company and their associates, and except for Eitan Konstantino, no participant under the Scheme has been granted 5% or more of the total options available under the Scheme.

The options granted by the Company do not entitle the holders of the options, by virtue of such holding, to any rights to participate in any share issue of any other company. No options had been granted at a discount.

4 Share Options and Share Awards (cont'd)

(b) Restricted Share Awards

At the Annual General Meeting of the Company held on 30 April 2015, the shareholders of the Company had approved the QT Vascular Restricted Share Plan 2015 ("2015 RSP"). The 2015 RSP is administered by the Remuneration Committee, comprising two directors of the Company, Amir Belson and Gregory David Casciaro.

Movements of Restricted Share Awards ("RSA") under the 2015 RSP are as follows:

	No. of RSA	
	2020	**2019**
	'000	**'000**
Outstanding at 1 January	7,060	7,693
Granted during the year	-	-
Issued during the year	-	-
Forfeited during the year	(1,154)	(633)
Outstanding at 31 December	5,906	7,060

Further details of the RSA are disclosed in Note 24 to the financial statements.

Details of RSA granted to directors and key management personnel of the Company under the 2015 RSP are as follows:

	RSA granted for financial year ended 31 December 2020	**Aggregate RSA granted since commencement of 2015 RSP to 31 December 2020**	**Aggregate RSA issued since commencement of 2015 RSP to 31 December 2020**	**Aggregate RSA forfeited since commencement of 2015 RSP to 31 December 2020**	**Aggregate RSA outstanding as at 31 December 2020**
Name of directors					
Eitan Konstantino	-	25,381,898	(22,106,211)	-	3,275,687
Sho Kian Hin	-	2,300,293	(1,968,660)	-	331,633
Amir Belson	-	2,300,293	(1,968,660)	-	331,633
Gregory David Casciaro (retiring on 30 April 2021)	-	1,921,284	(1,684,404)	-	236,880
Name of key management personnel					
Randal Farwell (passed away on 15 May 2020)	-	8,964,124	(7,810,048)	(1,154,076)	-
Kelvin Tong	-	13,107,158	(12,957,158)	-	150,000
Maria Pizarro (resigned on 31 December 2020)	-	8,479,196	(8,479,196)	-	-
Momi Mimon Brosh	-	24,179,196	(23,539,196)	-	640,000

Since the commencement of the 2015 RSP, no RSAs have been granted to the controlling shareholders of the Company and their associates, and except for Eitan Konstantino, Randal Farwell, Kelvin Tong, Momi Mimon Brosh, and Maria Pizarro, no participant under the 2015 RSP has been granted 5% or more of the total RSAs available under the 2015 RSP.

4 **Share Options and Share Awards** (cont'd)

(c) Warrants

The Company had on 4 May 2017 issued 35,000,000 unlisted warrants ("Warrants") to GEM Global Yield Fund LLC SCS ("GEM Global"), a company based in Luxembourg, each carrying the right to subscribe for 1 new ordinary share of the Company ("Share") at an exercise price of S$0.10 for each new Share ("Warrant Shares").

As at 31 December 2020, no Warrants have been exercised and converted into new Shares (2019: Nil). Accordingly, as at 31 December 2020, there were 35,000,000 outstanding Warrants (2019: 35,000,000 outstanding Warrants) and the total number of new Shares that may be issued on conversion of all outstanding Warrants is 35,000,000 (2019: 35,000,000). The Warrants will expire in May 2022.

Except as disclosed above,

Options Granted

During the financial year, there were no share options granted to subscribe for unissued shares of the Company or any corporation in the Group.

Options Exercised

During the financial year, there were no shares issued by virtue of the exercise of options to take up unissued shares of the Company or any corporation in the Group.

Options Outstanding

As at the end of the financial year, there were no unissued shares of the Company or any corporation in the Group under option.

5 **Audit Committee**

The Audit Committee ("AC") comprises all the independent directors at the date of this statement:

Sho Kian Hin(Chairman)
Amir Belson
Gregory David Casciaro (Retiring on 30 April 2021)

The AC carried out its functions in accordance with Section 201B(5) of the Act, the SGX-ST Listing Manual and the Code of Corporate Governance and assists the Board of Directors (the "Board") in the execution of its corporate governance responsibilities within its established terms of reference.

The duties of the AC, amongst other things, include:

(a) review the audit plans of the internal and external auditors of the Company, and review the internal auditors' evaluation of the adequacy of the Group's/Company's system of internal accounting controls and the assistance given by the Group's/Company's management to the external and internal auditors;

5 Audit Committee (cont'd)

The duties of the AC, amongst other things, include: (cont'd)

(b) review the quarterly announcement of financial statements and annual financial statements and the auditors' report on the annual consolidated financial statements of the Company and its subsidiaries before their submission to the Board;

(c) review the effectiveness of the Group's/Company's material internal controls, including financial, operational, compliance and information technology controls and risk management via reviews carried out by the internal auditors;

(d) meet with the external and internal auditors, other committees, and management in separate executive sessions to discuss any matters that these groups believe should be discussed privately with the AC;

(e) review legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programs and any reports received from regulators;

(f) review the cost effectiveness and the independence and objectivity of the external auditors;

(g) review the nature and extent of non-audit services provided by the external auditors;

(h) recommend to the Board the external auditors to be nominated, approve the compensation of the external auditors and review the scope and results of the audit;

(i) report actions and minutes of the AC to the Board with such recommendations as the AC considers appropriate;

(j) review interested person transactions in accordance with the requirements of the SGX-ST Listing Manual; and

(k) undertake such other functions and duties as may be agreed to by the AC and the Board.

The AC is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, Moore Stephens LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

Further details regarding the AC are disclosed in the Report on Corporate Governance included in the Company's Annual Report.

DIRECTORS' STATEMENT

6 Independent Auditors

The auditors, Moore Stephens LLP, have expressed their willingness to accept re-appointment.

On behalf of the Board of Directors

……………………………….…

Eitan Konstantino
Director

……………………………….…

Amir Belson
Director

Singapore

15 April 2021

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF QT VASCULAR LTD. (Incorporated in Singapore)

Report on the Audit of the Financial Statements

Disclaimer of Opinion

1 We were engaged to audit the financial statements of QT Vascular Ltd. (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2020, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

2 We do not express an opinion on the financial statements of the Group and the statement of financial position of the Company. Because of the significance of the matters described in the "*Basis for Disclaimer of Opinion*" section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for Disclaimer of Opinion

3 The consolidated financial statements for the financial year ended 31 December 2019 were audited by another firm of auditors who expressed a disclaimer opinion on those financial statements in their report dated 15 July 2020 as they were not able to obtain sufficient appropriate audit evidence to determine whether an impairment amount should have been recognised for the Group's intangible assets and the Company's investment in subsidiaries; and the existence of multiple material uncertainties which may cast significant doubt about the Group's and Company's ability to continue as going concerns. An update of these matters that gave rise to the disclaimer opinion in respect of the financial statements for the financial year ended 31 December 2019 is set out below.

Recoverability of Intangible Assets

4 As disclosed in Note 12(b) to the financial statements, the Group has intangible assets relating to the Chocolate Heart™ product line amounting to US$1,424,000 as at 31 December 2020. As at the end of the reporting period, recoverability of these intangible assets is measured by comparing the carrying amount of the intangible assets to the recoverable amount. Based on the assessment performed by management, the recoverable amount of the intangible assets relating to the Chocolate Heart™ product line was determined to be in excess of the carrying amount at the reporting date.

5 We were however unable to obtain sufficient appropriate audit evidence regarding the methodology, assumptions and estimates applied in the management's assessment to arrive at the recoverable amount of the intangible assets relating to the Chocolate Heart™ product line. Accordingly, we were unable to satisfy ourselves as to the carrying amount of these intangible assets and to determine whether any adjustments might be necessary in respect of the carrying amount of the intangible assets relating to the Chocolate Heart™ product line of US$1,424,000 as at 31 December 2020.

Recoverability of Investment in Subsidiaries

6 As disclosed in Note 13(b) to the financial statements, the carrying amount of the investment in subsidiaries shown in the statement of financial position of the Company of US$12,624,000 as at 31 December 2020 is supported by the value of the underlying intangible assets held by the relevant subsidiaries. We were however unable to satisfy ourselves as to the recoverability of the intangible assets as discussed in paragraph 4 above. We were similarly unable to satisfy ourselves as to the carrying amount of the investment in subsidiaries and to determine whether any adjustments might be necessary in respect of the carrying amount of the investment in subsidiaries shown in the statement of financial position of the Company of US$12,624,000 as at 31 December 2020.

Materiality Uncertainty Related to Going Concern

7 We draw attention to Note 3(b) to the financial statements which indicates that for the financial year ended 31 December 2020, the Group incurred a net loss and a total comprehensive loss of US$7,577,000 and US$7,700,000, respectively, and has net cash used in operating activities of US$5,995,000. As at 31 December 2020, the Group and the Company have net current liabilities of US$1,100,000 and US$1,483,000, respectively.

8 The above conditions indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Group and the Company to continue as going concerns and therefore they may be unable to realise their assets and discharge their liabilities in the normal course of business. Our opinion is not further modified in respect of this matter.

9 Notwithstanding the above, the directors of the Company believe that the use of the going concern assumption in the preparation and presentation of the financial statements for the financial year ended 31 December 2020 is appropriate after taking into account the following consideration:

i. Management is of the view that the Group will have sufficient working capital for at least the next 12 months from the date of these financial statements and will be able to meet its obligations as and when they fall due based on a cash flow forecast prepared;

ii. Management will continue to implement comprehensive cost-containment measures and does not expect the Group to have any significant commitments that will require significant cash outflow in the next 12 months;

iii. Management is intending to obtain shareholders' approval at the upcoming annual general meeting for an interested party transactions mandate which will allow the Group to enter into a cost sharing arrangement with a company related to the executive director and chief executive officer of the Company which will help reduce the Group's current operating costs;

iv. Management is of the view that the Group will continue to receive support from the short-term loan lender (although the Group continued to be in non-compliance with the loan covenant as disclosed in Note 23(a)). Subsequent to the financial year end, in February 2021, the lender agreed in writing not to seek or demand repayment for the short-term loan in the next 18 months. Further, the lender agreed to grant an indulgence to the Group for the non-compliance of the loan covenant;

v. Management has obtained letters of commitment from certain third party lenders for additional new loans of up to US$2.0 million that can be drawn down by the Group in the next 18 months, if required; and

vi. Management is exploring the possibility of corporate actions involving entering into new business opportunities to generate new sources of revenue and/or fund raising exercises.

10 The above consideration is premised on future events which are inherently uncertain. In the event that the Group and the Company are unable to continue as going concerns, the Group and the Company may be unable to discharge their liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are recorded in the statement of financial position. In addition, the Group and the Company may have to provide for further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. No such adjustments have been made to these financial statements.

Responsibilities of Management and Directors for the Financial Statements

11 Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act, Chapter 50 ("the Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s"), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

12 In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

13 The directors' responsibilities include overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

14 Our responsibility is to conduct an audit of the Group's financial statements in accordance with Singapore Standards on Auditing and to issue an auditor's report. However, because of the matters described in the "*Basis for Disclaimer of Opinion*" section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

15 We are independent of the Company in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code.

Report on Other Legal and Regulatory Requirements

16 In our opinion, except for the matters as described in paragraphs 4 to 6 under the "*Basis for Disclaimer of Opinion*" section of our report, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

17 The engagement partner on the audit resulting in this independent auditor's report is Mr Ng Chiou Gee Willy.

Moore Stephens LLP
Public Accountants and
Chartered Accountants

Singapore
15 April 2021

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	Group 2020 US$'000	Group 2019 US$'000
Revenue	5	557	7,954
Cost of sales		(616)	(7,638)
Gross (loss)/profit		(59)	316
Sales and marketing expenses		(10)	(241)
Administrative expenses		(3,425)	(4,038)
Research and development expenses		(4,024)	(5,985)
Other income	6	411	612
Other expenses		(164)	(7)
Results from operating activities		(7,271)	(9,343)
Finance income	7	-	5
Finance costs	7	(304)	(305)
Net finance costs		(304)	(300)
(Loss) before income tax		(7,575)	(9,643)
Income tax	8	(2)	-
(Loss) for the year	9	(7,577)	(9,643)
Other comprehensive (loss), net of tax:			
Items that will be reclassified subsequently to profit or loss:			
Exchange differences on translation		(123)	24
Total comprehensive (loss) for the year		(7,700)	(9,619)
(Loss) for the year attributable to:			
Owners of the Company		(7,577)	(9,643)
Total comprehensive (loss) for the year attributable to:			
Owners of the Company		(7,700)	(9,619)
(Loss) per share			
Basic and Diluted (dollars per share)	10	(0.01)	(0.01)

The accompanying notes form an integral part of these financial statements.

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2020

		Group		Company	
	Note	**2020**	**2019**	**2020**	**2019**
		US$'000	**US$'000**	**US$'000**	**US$'000**
Assets					
Non-current assets					
Plant and equipment	11	-	94	-	-
Intangible assets	12	1,464	8,289	40	40
Investment in subsidiaries	13	-	-	12,624	19,197
Other investment	14	255	255	255	255
Right-of-use assets	15	41	317	-	-
Other non-current assets	16	94	75	-	-
		1,854	9,030	12,919	19,492
Current assets					
Inventories	17	-	183	-	-
Trade and other receivables	18	588	2,365	200	1,613
Cash and bank balances	19	970	1,504	29	1,100
		1,558	4,052	229	2,713
Total assets		3,412	13,082	13,148	22,205
Equity					
Share capital	20	173,182	173,182	173,182	173,182
Reserves	20	3,866	4,052	4,638	3,892
Accumulated losses		(176,294)	(168,717)	(166,384)	(156,743)
Equity attributable to owners of the Company		754	8,517	11,436	20,331
Non-current liabilities					
Trade and other payables	21	-	66	-	-
Lease liabilities	22	-	45	-	-
		-	111	-	-
Current liabilities					
Trade and other payables	21	1,613	2,805	712	511
Lease liabilities	22	45	286	-	-
Loans and borrowings	23	1,000	1,363	1,000	1,363
		2,658	4,454	1,712	1,874
Total liabilities		2,658	4,565	1,712	1,874
Total equity and liabilities		3,412	13,082	13,148	22,205

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Attributable to owners of the Company						
	Ordinary shares US$'000	Merger reserve US$'000	Reserve for own shares US$'000	Translation reserve US$'000	Share-based payment reserve US$'000	Accumulated losses US$'000	Total equity US$'000
Group							
At 1 January 2020	173,182	(1,385)	(77)	(3,715)	9,229	(168,717)	8,517
(Loss) for the year	-	-	-	-	-	(7,577)	(7,577)
Other comprehensive (loss):							
Exchange translation differences	-	-	-	(123)	-	-	(123)
Total comprehensive (loss) for the year	-	-	-	(123)	-	(7,577)	(7,700)
Share-based payment transactions (Note 24)	-	-	-	-	(63)	-	(63)
At 31 December 2020	173,182	(1,385)	(77)	(3,838)	9,166	(176,294)	754
At 1 January 2019	172,776	(1,385)	(77)	(3,739)	9,195	(159,074)	17,696
(Loss) for the year	-	-	-	-	-	(9,643)	(9,643)
Other comprehensive income:							
Exchange translation differences	-	-	-	24	-	-	24
Total comprehensive income/(loss) for the year	-	-	-	24	-	(9,643)	(9,619)
Shares issued pursuant to settlement of loan interests and extension fees (Note 20)	406	-	-	-	-	-	406
Share-based payment transactions (Note 24)	-	-	-	-	34	-	34
At 31 December 2019	173,182	(1,385)	(77)	(3,715)	9,229	(168,717)	8,517

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

	Note	Group 2020 US$'000	Group 2019 US$'000
Cash flows from operating activities			
Receipts from customers		1,055	9,323
Payments to suppliers and employees		(7,050)	(17,372)
		(5,995)	(8,049)
Withholding taxes paid for borrowings		-	(45)
Net cash used in operating activities		(5,995)	(8,094)
Cash flows from investing activities			
Purchase of plant and equipment		-	(14)
Cash receipts from disposal of assets to G Vascular Private Limited	12(a)	3,900	-
Cash receipts from disposal of assets to Medtronic, Inc.		400	400
Cash receipts from disposal of assets to Teleflex, Inc.		951	-
Net cash generated from investing activities		5,251	386
Cash flows from financing activities			
Proceeds from short-term loan		1,000	-
Repayment of short-term loans		(363)	(1,148)
Interest paid		(13)	(64)
Payment of lease liabilities		(354)	(309)
Net cash generated from/(used in) financing activities		270	(1,521)
Net (decrease) in cash and cash equivalents		(474)	(9,229)
Cash and cash equivalents at the beginning of year		1,504	10,766
Effect of exchange rate changes on cash and cash equivalents		(60)	(33)
Cash and cash equivalents at the end of year	19	970	1,504

Significant non-cash transactions

During the previous financial year ended 31 December 2019, the Company had issued ordinary shares to third parties pursuant to settlement of loan interests and extension fees amounting to US$406,000.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

These notes form an integral part of and should be read in conjunction with the consolidated financial statements.

1 General Information

QT Vascular Ltd. (the "Company") is a public limited liability company incorporated and domiciled in Singapore and listed on the Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST").

The Company's registered office and principal place of business is at 18 Boon Lay Way, #10-140(D) TradeHub 21, Singapore 609966.

The principal activities of the Company are those of investment holding. The principal activities of the subsidiaries are set out in Note 13.

The financial statements for the financial year ended 31 December 2020 were authorised for issue in accordance with a resolution of the Board of Directors of the Company on the date of the Directors' Statement.

2 Application of Singapore Financial Reporting Standards (International) ("SFRS(I)s")

(a) Adoption of New and Revised Standards

The accounting policies adopted are consistent with those of the previous financial year except that on 1 January 2020, the Group has adopted the following new and revised standards that are relevant to the Group and are mandatory for application for the current financial year:

Description
Amendments to References to Conceptual Framework in SFRS(I) Standards
Amendments to SFRS(I) 3 *Definition of a Business*
Amendments to SFRS(I) 7, SFRS(I) 9 and SFRS(I) 1-39 *Interest Rate Benchmark Reform*
Amendments to SFRS(I) 1-1 and SFRS(I) 1-8 *Definition of Material*

The adoption of these new and revised standards above did not result in substantial changes to the Group's accounting policies and had no material effect on the disclosures or amounts reported in these financial statements.

2 Application of Singapore Financial Reporting Standards (International) ("SFRS(I)s") (cont'd)

(b) New and Revised Standards Issued but Not Yet Effective

At the date of authorisation of these financial statements, the Group has not adopted the following new and revised standards that have been issued and are relevant to the Group but not yet effective:

Description	**Effective for annual periods beginning on or after**
Amendments to SFRS(I) 16 *COVID-19 Related Rent Concessions*	1 June 2020
Amendments to SFRS(I) 3 *Business Combinations - Reference to the Conceptual Framework*	1 January 2022
Amendments to SFRS(I) 1-16 *Property, Plant and Equipment - Proceeds before Intended Use*	1 January 2022
Amendments to SFRS(I) 1-37 *Provisions - Onerous Contracts - Cost of Fulfilling a Contract*	1 January 2022
Annual Improvements to SFRS(I)s Standards 2018-2020 Cycle	1 January 2022
Amendments to SFRS(I) 1-1 *Classification of Liabilities as Current or Non-current*	1 January 2023
Amendments to SFRS(I) 10 and SFRS(I) 1-28 *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	Date to be determined

The Group does not expect that the adoption of these new and revised standards above will have a material impact on the financial statements in the period of initial application.

3 Significant Accounting Policies

(a) Basis of Preparation

The consolidated financial statements of the Group and the statement of financial position of the Company have been prepared in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the "Act") and SFRS(I)s. The financial statements have been prepared on the historical cost basis, except as disclosed in the accounting policies below.

(b) Going Concern Assumption

For the financial year ended 31 December 2020, the Group incurred a net loss and a total comprehensive loss of US$7,577,000 (2019: US$9,643,000) and US$7,700,000 (2019: US$9,619,000), respectively, and has net cash used in operating activities of US$5,995,000 (2019: US$8,094,000). As at 31 December 2020, the Group and the Company have net current liabilities of US$1,100,000 (2019: US$402,000) and US$1,483,000 (2019: net current assets of US$839,000), respectively.

The above conditions indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Group and the Company to continue as going concerns and therefore they may be unable to realise their assets and discharge their liabilities in the normal course of business.

3 **Significant Accounting Policies** (cont'd)

(b) Going Concern Assumption (cont'd)

Notwithstanding the above, the directors of the Company believe that the use of the going concern assumption in the preparation and presentation of the financial statements for the financial year ended 31 December 2020 is appropriate after taking into account the following consideration:

i. Management is of the view that the Group will have sufficient working capital for at least the next 12 months from the date of these financial statements and will be able to meet its obligations as and when they fall due based on a cash flow forecast prepared;

ii. Management will continue to implement comprehensive cost-containment measures and does not expect the Group to have any significant commitments that will require significant cash outflow in the next 12 months;

iii. Management is intending to obtain shareholders' approval at the upcoming annual general meeting for an interested party transactions mandate which will allow the Group to enter into a cost sharing arrangement with a company related to the executive director and chief executive officer of the Company which will help reduce the Group's current operating costs;

iv. Management is of the view that the Group will continue to receive support from the short-term loan lender (although the Group continued to be in non-compliance with the loan covenant as disclosed in Note 23(a)). Subsequent to the financial year end, in February 2021, the lender agreed in writing not to seek or demand repayment for the short-term loan in the next 18 months. Further, the lender agreed to grant an indulgence to the Group for the non-compliance of the loan covenant;

v. Management has obtained letters of commitment from certain third party lenders for additional new loans of up to US$2.0 million that can be drawn down by the Group in the next 18 months, if required; and

vi. Management is exploring the possibility of corporate actions involving entering into new business opportunities to generate new sources of revenue and/or fund raising exercises.

The above consideration is premised on future events which are inherently uncertain. In the event that the Group and the Company are unable to continue as going concerns, the Group and the Company may be unable to discharge their liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are recorded in the statement of financial position. In addition, the Group and the Company may have to provide for further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. No such adjustments have been made to these financial statements.

(c) Group Accounting

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

3 **Significant Accounting Policies** (cont'd)

(c) Group Accounting (cont'd)

Subsidiaries (cont'd)

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

Goodwill on acquisitions of subsidiaries and businesses, represents the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previously-held equity interest in the acquiree over the fair value of the fair value of the investee's identifiable net assets acquired. Goodwill on acquisitions of subsidiaries is initially measured at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment loss. Gains and losses on the disposal of subsidiaries, include the carrying amount of goodwill relating to the subsidiary sold.

The Group applies the acquisition method to account for business combinations when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether an integrated set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create output. The Group has an option to apply a 'fair value concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test can be applied on a transaction-by-transaction basis. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the test is met, the set of activities and assets is determined not to be a business and no further assessment is needed. If the test is not met, or if the Group elects not to apply the test, a detailed assessment must be performed applying the normal requirements in SFRS(I) 3.

The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

3 Significant Accounting Policies (cont'd)

(c) Group Accounting (cont'd)

Subsidiaries (cont'd)

If the total of consideration transferred, non-controlling interest recognised and previously-held interest measured is less than the fair value of the net assets of the subsidiary acquired as in the case of a bargain purchase, the difference is recognised directly in profit or loss.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment indicator of the transferred assets. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions - that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals of interests in subsidiaries to non-controlling interests without loss of control are also recorded in equity.

When the Group loses control of a subsidiary, it:

- derecognises the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- derecognises the carrying amount of any non-controlling interest (including any components of other comprehensive income attributable to them);
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained in the former subsidiary at its fair value;
- re-classifies the Group's share of components previously recognised in other comprehensive income to profit or loss or retained earnings, as appropriate; and
- recognises any resulting difference in profit or loss.

(d) Investment in Subsidiaries

Investment in subsidiaries is carried at cost less accumulated impairment losses in the statement of financial position of the Company.

On disposal of investment in subsidiaries, the difference between net disposal proceeds and the carrying amount of the investment are recognised in the profit or loss.

(e) Revenue Recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

3 **Significant Accounting Policies** (cont'd)

(e) Revenue Recognition (cont'd)

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

Sale of goods

The Group develops and manufactures advanced therapeutic solutions for the treatment of complex vascular disease.

Revenue is recognised when the control of the goods has transferred, being when the goods are delivered to the customer, the customer has full discretion over the manner of distribution and price to sell the goods, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the customer, and either the customer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has the objective evidence that all criteria for acceptance have been satisfied. A receivable is recognised when the goods are delivered, as this represents the point in time that the right to consideration is unconditional, because only the passage of time is required before the payment is due.

Service income

The Group provides lot release testing service to customers.

Revenue is recognised over time, once lot release testing is completed. This is due to the short-term nature of testing services which typically completes within two weeks from the point of commencement of the process.

(f) Government Grants

Grants from the government are recognised as a receivable at their fair value when there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Government grants receivable are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expenses are shown separately under other income in profit or loss.

(g) Foreign Currencies

Functional and presentation currency

The individual financial statements of each entity in the Group are presented in the currency of the primary economic environment in which the entity operates ("functional currency").

The Company's functional currency is Singapore Dollar ("S$"), which reflects the economic substance of the underlying events and circumstances of the Company. For the purposes of the consolidated financial statements, the results and financial position of each entity in the Group are expressed in United States Dollars ("US$"), which is the presentation currency for the consolidated financial statements.

All values are rounded to the nearest thousand (US$'000) except when otherwise indicated.

3 Significant Accounting Policies (cont'd)

(g) Foreign Currencies (cont'd)

Transactions and balances

In preparing the financial statements of each individual entity, transactions in currencies other than the entity's functional currency ("foreign currencies") are recognised at the rates of exchange prevailing at the dates of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.

Currency translation differences resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at the closing rates at the reporting date are recognised in profit or loss. However, in consolidated financial statements, currency translation differences arising from borrowings in foreign currencies and other currency instruments designated and qualifying as net investment hedges and net investment in foreign operations, are recognised in other comprehensive income and accumulated in the translation reserve.

When a foreign operation is disposed of or any loan forming part of the net investment of the foreign operation is repaid, a proportionate share of the accumulated currency translation differences is reclassified to profit or loss, as part of the gain or loss on disposal.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Translation of Group entities' financial statements

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the reporting date;
- income and expenses are translated at average exchange rates (unless the average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated using the exchange rates at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income and accumulated in the translation reserve.

(h) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

3 **Significant Accounting Policies** (cont'd)

(i) Employee Benefits

Employee benefits are recognised as an expense, unless the cost qualifies to be capitalised as an asset.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which related services are rendered by employees.

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

Share-based payment transactions

The grant date fair value of equity-settled share-based payment awards granted to employees are recognised as an employee expense with a corresponding increase in equity, over the period that the employees unconditionally become entitled to awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date. For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

(j) Income Tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by reporting date. The Group periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

3 **Significant Accounting Policies** (cont'd)

(j) Income Tax (cont'd)

Deferred tax (cont'd)

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investment in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

The Group recognises a previously unrecognised deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Current and deferred tax for the period

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where the current and deferred tax arises from the initial accounting for a business combination, the tax effect is taken into account in the accounting for the business combination.

3 Significant Accounting Policies (cont'd)

(k) Plant and Equipment

Measurement

All items of plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

The cost includes its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Dismantlement, removal or restoration costs are included as part of the cost if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the plant and equipment.

Depreciation

Depreciation is recognised so as to write off the depreciable amounts of the assets over their estimated useful lives, using the straight-line method.

The following useful lives are used in the calculation of depreciation:

Furniture, fixtures and office equipment	3 years
Computer, network and software	3 years
Machinery and equipment	3 years

Construction in progress is not depreciated.

The carrying amounts of plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis. The effects of any revision are recognised in profit or loss when the changes arise.

Subsequent expenditure

Subsequent expenditure related to plant and equipment that has been recognised is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

Disposal

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal.

The gain or loss arising on disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3 **Significant Accounting Policies** (cont'd)

(l) Intangible Assets

Research and development

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in profit or loss as incurred.

Development activities involve a plan or design for the production of new or substantially improved products and processes. Development expenditure is capitalised only if development costs can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. The expenditure capitalised includes the cost of materials, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use, and capitalised borrowing costs. Other development expenditure is recognised in profit or loss as incurred.

Capitalised development expenditure is carried at cost less accumulated amortisation and accumulated impairment losses.

Other intangible assets

Other intangible assets that are acquired by the Group and have finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses. These intangible assets include licensed royalties and intellectual property.

Amortisation

Amortisation is calculated based on the cost of the intangible assets less their residual values.

Amortisation is recognised in profit or loss using the straight-line method over the estimated useful lives of intangible assets from the date that they are available for use. The following useful lives are used in the calculation of amortisation:

Developed technology	15 years
Licensed royalties	15 years
Intellectual property	5 years

Developed technology in progress is not amortised.

Intangible assets with finite useful lives are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

3 Significant Accounting Policies (cont'd)

(l) Intangible Assets (cont'd)

Disposal

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and are recognised in profit or loss when the intangible asset is derecognised.

(m) Impairment of Non-financial Assets

Non-financial assets (including intangible assets with finite useful lives) are tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any), on an individual asset.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit ("CGU") to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGUs, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

(n) Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories are assigned using weighted average cost formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and estimated costs necessary to make the sale.

3 **Significant Accounting Policies** (cont'd)

(o) Cash and Cash Equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include bank balances and short-term deposits pledged with financial institutions, which are subjected to an insignificant risk of change in value, and are used by the Group in the management of its short-term commitments.

(p) Financial Assets

Classification

i. Debt instruments

Financial assets that are debt instruments are classified into categories based on the Group's business model for managing them and their contractual cash flow characteristics.

- Financial Assets measured at Amortised Cost (AC) comprise of assets that are held within a business model whose objective is to hold those assets for collection of contractual cash flows, and those contractual cash flows represent solely payments of principal and interest.
- Financial Assets measured at Fair Value through Other Comprehensive Income (FVOCI) comprise of assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling those assets, and those contractual cash flows represent solely payments of principal and interest.
- Financial Assets measured at Fair Value through Profit and Loss (FVPL) comprise of assets that do not qualify for AC and FVOCI. Assets that would otherwise qualify for AC or FVOCI may also be designated as FVPL upon initial recognition, if such designation eliminates or significantly reduces a measurement or recognition inconsistency that arises from measuring assets and liabilities on an inconsistent basis.

ii. Equity instruments

Financial assets that are equity instruments comprise mainly of investments in equity securities. The Group classifies these assets as FVPL, except for those that the Group has designated as FVOCI. The FVOCI designation is irrevocable, and is not permitted for held-for-trading financial assets and financial assets that represent contingent consideration in a business combination.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has evidence of a recent actual pattern of short-term profit-taking; or
- it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Initial measurement

Trade receivables that do not contain a significant financing component are initially recognised at their transaction price. Other financial assets are initially recognised at fair value, plus, for financial assets that are not at FVPL, transaction costs that are directly attributable to their acquisition. Transaction costs of financial assets at FVPL are expensed in profit and loss.

3 Significant Accounting Policies (cont'd)

(p) Financial Assets (cont'd)

Subsequent measurement

i. Debt instruments

Amortised Cost

These assets are subsequently measured at amortised cost using the effective interest method unless they are part of a designated hedging relationship. Impairment losses and reversals, interest income, and foreign exchange gains and losses (except where designated as a hedging instrument) on such assets are recognised in profit and loss. Interest income is based on the effective interest method which allocates interest income over the life of the financial asset based on an effective interest rate that discounts estimated future cash receipts to its gross carrying amount.

FVOCI

These assets are subsequently measured at fair value. Impairment losses and reversals, interest income based on the effective interest method, and foreign exchange gains and losses (except where designated as a hedging instrument) on such assets are recognised in profit and loss. Any remaining fair value movements are recorded in other comprehensive income.

FVPL

These assets are subsequently measured at fair value. All fair value movements are recorded in profit and loss.

ii. Equity instruments

Subsequent to initial recognition, all equity investments are measured at fair value. Changes in the fair value of FVPL equity investments are recognised in profit and loss, while changes in the fair value of FVOCI equity investments are recognised in other comprehensive income. All dividend income is recognised in profit and loss, except for dividends from FVOCI equity investments that clearly represent a recovery of the cost of investment.

Impairment

At each reporting date, the Group assesses expected credit losses (ECL) on the following financial instruments:

- Financial assets that are debt instruments measured at AC and FVOCI;
- Contract assets; and
- Financial guarantee contracts.

ECL is a probability-weighted estimate of credit losses. Credit losses are measured at the present value of all shortfalls between the cash flows due to the Group in accordance with contractual terms, and the cash flows that the Group actually expects to receive. ECL is discounted at the effective interest rate of the financial asset. The Group records allowances on financial assets based on either the:

- 12-month ECL – representing the ECL that results from default events that are possible within the 12 months after the reporting date (or the expected life of the instrument if shorter); or

3 **Significant Accounting Policies** (cont'd)

(p) Financial Assets (cont'd)

Impairment (cont'd)

- Lifetime ECL – representing the ECL that results from all possible default events over the expected life of the contract.

Simplified approach - Trade receivables

For all trade receivables, the Group adopts a simplified approach whereby an allowance for lifetime ECL is assessed upon initial recognition. The Group estimates lifetime ECL using a provision matrix based on historical credit loss experience, adjusted for various factors including debtor-specific factors, forward-looking information such as industry and economic forecasts, and others as appropriate.

General approach – All other financial instruments on which ECL assessment is required

For all other financial instruments on which ECL is assessed, an allowance for 12-month ECL is recorded upon initial recognition. The allowance is increased to lifetime ECL if the credit risk at each reporting date has increased significantly as compared to the credit risk at initial recognition. In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group considers all reasonable and supportable information that is relevant and available without undue cost or effort including both historical credit experience and forward-looking information.

The Group regards the following as events of default:

- events that make it unlikely for the borrower to repay in full unless the Group undertakes actions to recover the asset (e.g. by exercising rights over collaterals or other credit enhancements); or
- the financial instrument has become overdue for more than 12 months.

Credit-impaired financial instruments

At each reporting date, the Group assesses whether a financial instrument on which ECL assessment is required has become credit-impaired. This is the case when one or more events have occurred that are considered to be detrimental to the estimated future cash flows of the instrument. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the borrower;
- a breach of contract such as a default or past due event;
- other lenders granting concessions (such as loan restructurings) to the borrower due to economic or contractual reasons, that would not have been considered in the absence of the borrower's financial difficulty;
- increasing likelihood that the borrower will enter bankruptcy or other financial re-organisation; and
- the disappearance of an active market for the borrower's securities due to financial difficulties.

For credit-impaired financial assets, interest income is determined by applying the effective interest rate to the net carrying amount of the financial asset (after deduction of the ECL allowance).

3 **Significant Accounting Policies** (cont'd)

(p) Financial Assets (cont'd)

Impairment (cont'd)

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, such as when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in the profit and loss.

Recognition and derecognition

Financial assets are recognised when, and only when the Group becomes a party to its contractual provisions. All regular way purchases and sales of financial assets are recognised on trade-date, which is the date on which the Group commits to purchase or sell the financial asset.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset that is a debt instrument, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit and loss. In addition, for a financial asset that is a debt instrument at FVOCI, the cumulative gain or loss previously accumulated in the fair value adjustment reserve is reclassified to profit and loss.

On derecognition of an equity investment at FVPL, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit and loss. For equity investments at FVOCI, this difference is instead recognised directly in equity as part of retained earnings. Cumulative gains and losses previously accumulated in equity are also transferred directly to retained earnings upon derecognition of FVOCI equity investments.

(q) Financial Liabilities

Financial liabilities

The Group recognises financial liabilities on its statement of financial position when, and only when, the Group becomes a party to the contractual provisions of the instruments.

Financial liabilities are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition or issue of the financial liability. All financial liabilities are subsequently measured at amortised cost using the effective interest method.

3 **Significant Accounting Policies** (cont'd)

(q) Financial Liabilities (cont'd)

Financial liabilities (cont'd)

Borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method. Borrowings are presented as current liabilities unless the Group has an unconditional right to defer settlement for at least twelve months after the reporting period.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they have expired. The difference between the carrying amount of a financial liability that has been derecognised and the consideration paid and payable (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

(r) Offsetting of Financial Assets and Financial Liabilities

Financial assets and financial liabilities are offset and the net amount is presented in the statement of financial position, when and only when, there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the financial assets and settle the financial liabilities simultaneously.

(s) Leases

When the Group is the lessee

At the inception of the contract, the Group assesses if the contract contains a lease. A contract contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Reassessment is only required when the terms and conditions of the contract are changed.

The Group recognises right-of-use assets and lease liabilities at the date which the underlying assets become available for use. Right-of-use assets are measured at cost, which comprises the initial measurement of lease liabilities adjusted for any lease payments made at or before the commencement dates, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Any initial direct costs that would not have been incurred if the lease had not been obtained are added to the carrying amount of the right-of-use assets.

Right-of-use assets are subsequently depreciated using the straight-line method from the commencement dates to the earlier of the end of the useful lives of the right-of-use assets or the end of the lease terms. The estimated useful lives of right-of-use assets are determined to be between 1 to 3 years. In addition, the right-of-use assets are periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the corresponding lease liabilities. The Group presents its right-of-use assets (except for those which meets the definition of an investment property) in "Right-of-use Assets" and lease liabilities in "Lease Liabilities" in the statement of financial position.

The initial measurement of lease liabilities is measured at the present value of the lease payments discounted using the implicit rate in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group uses its incremental borrowing rate.

3 Significant Accounting Policies (cont'd)

(s) Leases (cont'd)

When the Group is the lessee (cont'd)

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments (including in-substance fixed payments), less any lease incentives receivables;
- variable lease payments that are based on an index or rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under residual value guarantees
- the exercise price of a purchase option if it is reasonably certain to exercise the option; and
- payment of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

For contracts that contain both lease and non-lease components, the Group allocates the consideration to each lease component on the basis of the relative stand-alone price of the lease and non-lease components. The Group has elected not to separate lease and non-lease components for property leases; instead, these are accounted for as one single lease component.

Lease liabilities are measured at amortised cost, and are remeasured when:

- there is a change in future lease payments arising from changes in an index or rate;
- there is a change in the Group's assessment of whether it will exercise lease extension and termination options;
- there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee; or
- there is a modification to the lease term.

When lease liabilities are remeasured, corresponding adjustments are made against the right-of-use assets. If the carrying amounts of the right-of-use assets have been reduced to zero, the adjustments are recorded in profit or loss. The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have lease terms of twelve months or less, as well as leases of low value assets, except in the case of sub-lease arrangements. Lease payments relating to these leases are expensed to profit or loss on a straight-line basis over the lease term.

Variable lease payments that are based on an index or a rate are included in the measurement of the corresponding right-of-use assets and lease liabilities. Other variable lease payments are recognised in profit or loss when incurred.

Short-term leases and leases of low-value assets

The Group applies the exemption for all short-term leases (up to 12 months) and low-value assets on a lease-by-lease basis. All lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

3 **Significant Accounting Policies** (cont'd)

(t) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

(u) Share Capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are charged to equity.

Repurchase, disposal and reissue of share capital (treasury shares)

When share capital recognised as equity is repurchased, the amount of the consideration paid, which includes directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the reserve for own share account. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is presented in other reserve.

Distribution of non-cash assets to owners of the Company

The Group measures a liability to distribute non-cash assets as a dividend to the owners of the Company at the fair value of the assets to be distributed. The carrying amount of the dividend is remeasured at each reporting date and at the settlement date, with any changes recognised directly in equity as adjustments to the amount of the distribution. On settlement of the transaction, the Group recognises the difference, if any, between the carrying amount of the assets distributed and the carrying amount of the liability in profit or loss.

(v) Dividends to Company's Shareholders

Dividends to the Company's shareholders are recognised when the dividends are approved for payment.

(w) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the executive management whose members are responsible for allocating resources and assessing performance of the operating segments.

3 Significant Accounting Policies (cont'd)

(x) Related Parties

A related party is defined as follows:

A related party is a person or entity that is related to the entity that is preparing its financial statements (in this Standard referred to as the "reporting entity").

a. A person or a close member of that person's family is related to a reporting entity if that person:

   i. has control or joint control over the reporting entity;
   ii. has significant influence over the reporting entity; or
   iii. is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

b. An entity is related to a reporting entity if any of the following conditions applies:

   i. the entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
   ii. one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
   iii. both entities are joint ventures of the same third party;
   iv. one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
   v. the entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity;
   vi. the entity is controlled or jointly controlled by a person identified in (a);
   vii. a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
   viii. the entity, or any member of a group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.

4 Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in Note 3 above, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

4 Critical Accounting Judgements and Key Sources of Estimation Uncertainty (cont'd)

(a) Critical judgements in applying the accounting policies

Other than the going concern assumption disclosed in Note 3(b), management is of the opinion that in the preparation of the financial statements there are no critical judgements made in the process of applying the Group's accounting policies that have a significant effect on the amounts recognised in the financial statements.

(b) Key sources of estimation uncertainty

Useful lives of plant and equipment and intangible assets

Plant and equipment and intangible assets are stated at cost and are depreciated/amortised using the straight-line method over their estimated useful lives. Management estimates the useful lives of these plant and equipment and intangible assets to be within 3 to 15 years. The carrying amount of the Group's plant and equipment and intangible assets are disclosed in Notes 11 and 12, respectively. Changes in production techniques, technology, market demand and intended use could impact the economic useful lives and the residual value of these plant and equipment and intangible assets, which management assesses annually, and if the expectation differs from the original estimate, such difference could impact the economic useful lives and the residual value of these plant and equipment and intangible assets, and therefore future depreciation/amortisation charges could be revised.

A 10% difference in the depreciation of plant and equipment and amortisation of intangible assets from management's estimate will increase/decrease the Group's loss for the year by approximately US$21,400 (2019: US$35,100).

Impairment loss on intangible assets

The carrying amount of the Group's intangible assets with finite useful lives are reviewed at each reporting date to determine whether there is any indication of impairment. Management judgement is required in assessing whether events or changes in circumstances have occurred that may indicate that the carrying amount of intangible assets may no longer be recoverable. If any such indication exists, the recoverable amount is estimated in order to determine the extent of impairment loss (if any). Recoverable amount is the higher of fair value less cost to sell and value in use.

The Group recognised an impairment loss of intangible assets of US$302,000 (2019: Nil) at the end of the reporting period. The carrying amount of the Group's intangible assets is disclosed in Note 12.

Impairment loss on investment in subsidiaries

The carrying amount of the Company's investment in subsidiaries are reviewed at each reporting date to determine whether there is any indication of impairment. Management judgement is required in assessing whether events or changes in circumstances have occurred that may indicate that the carrying amount of investment in subsidiaries may no longer be recoverable. If any such indication exists, the recoverable amount is estimated in order to determine the extent of impairment loss (if any). Recoverable amount is the higher of fair value less cost to sell and value in use.

The Company recognised an impairment loss on investment in subsidiaries of US$8,688,000 (2019: US$110,251,000) at the end of the reporting period. The carrying amount of the Company's investment in subsidiaries is disclosed in Note 13.

5 Revenue from Contracts with Customers

Disaggregation of revenue from contract with customers

The Group's revenue is disaggregated by major product lines and timing of revenue recognition. This is consistent with the segment revenue information as disclosed in Note 28.

	Group	
	2020	2019
	US$'000	US$'000
Type of good or services		
Sale of goods	557	7,430
Rendering of services	-	524
	557	7,954
Timing of transfer of good or services		
At a point in time	557	7,430
Over time	-	524
	557	7,954

6 Other Income

	Group	
	2020	2019
	US$'000	US$'000
Government grants	38	-
Service income	115	375
Gain on disposal of scrap	-	101
Others	258	136
	411	612

7 Finance Income/(Finance Costs)

	Group	
	2020	2019
	US$'000	US$'000
Finance income		
Interest income on deposits pledged	-	5
Finance costs		
Interest expense on short-term loans	(262)	(224)
Interest expenses on lease liabilities	(13)	(28)
Foreign exchange loss, net	(29)	(53)
	(304)	(305)

8 Income Tax

	Group 2020 US$'000	Group 2019 US$'000
Current income tax:		
- current year	-	-
- under provision in respect of prior year	2	-
	2	-

A reconciliation between income tax and the product of accounting loss multiplied by the applicable corporate tax rate for the financial year is as follows:

	Group 2020 US$'000	Group 2019 US$'000
(Loss) before tax	(7,575)	(9,643)
Income tax using the statutory tax rate of 17% (2019: 17%)	(1,288)	(1,639)
Effect of tax rates in foreign jurisdictions	(232)	(1,740)
Non-deductible expenses	203	1,262
Non-taxable items	(791)	-
Deferred tax benefits not recognised	2,108	2,117
Under provision of current income tax in prior year	2	-
	2	-

<u>Unrecognised deferred tax assets</u>

Deferred tax assets have not been recognised in respect of the following items:

	Group 2020 US$'000	Group 2019 US$'000
Deductible temporary differences	20,908	23,288
Research and development tax credits	4,622	4,504
Tax losses	215,226	209,256
	240,756	237,048

The Group's ability to utilise, in the future, the tax losses and other tax credits relating to its subsidiary, TriReme Medical, LLC ("TMI US"), incorporated in the United States of America, may be subject to substantial restrictions in the event of past or future ownership changes as defined in Section 382 of the Internal Revenue Code of the United States of America and similar state tax laws. Such annual limitations could result in the expiration of the tax losses and other tax credits before utilisation.

8 Income Tax (cont'd)

Unrecognised deferred tax assets (cont'd)

As at 31 December 2020, the Group's unrecognised tax losses mainly related to federal and state income taxes in relation to TMI US amounting to US$117,161,000 (2019: US$114,452,000) and US$70,553,000 (2019: US$67,800,000), respectively. The unrecognised federal losses generated prior to 31 December 2017 will begin to expire from 2037. The unrecognised federal losses generated after 2017 are carried forward indefinitely. The state tax losses will expire from 2040.

As at 31 December 2020, the Group has federal and state research and development tax credits related to TMI US of US$2,346,000 (2019: US$2,326,000) and US$2,276,000 (2019: US$2,178,000), respectively. The federal research and development tax credits will expire from 2025 and the state research and development tax credits have no expiration.

The remaining unutilised tax losses and deductible temporary differences do not expire under the relevant current tax legislation.

Deferred tax assets have not been recognised in respect of the above items because it is not probable that future taxable profits will be available against which the Group can utilise the benefits therefrom.

9 (Loss) for the Year

The following items have been included in arriving at (loss) for the year:

	Group	
	2020	**2019**
	US$'000	**US$'000**
Audit fees paid/payable to auditors of the Company:		
- statutory audit fees	108	205
- other auditors	(3)	-
Non-audit fees paid/payable to:		
- auditors of the Company	-	3
- other auditors	36	31
Professional fees	1,372	1,702
Directors' fees	213	215
Depreciation of plant and equipment	63	96
Depreciation of right-of-use assets	344	323
Amortisation of intangible assets – included in costs of sales	151	255
Impairment loss of intangible assets	302	-
Loss on disposal of intangible assets – included in other expenses	140	-
Plant and equipment written off – included in other expenses	4	-
Write back of other payables – included in costs of sales	(30)	-
Employee compensation expense:		
- salaries and bonus	3,005	4,515
- employee benefit expense	386	555
- expenses related to defined contribution plans	39	65
- equity settled share-based payment transactions	(63)	34

10 (Loss) per Share

(a) Basic (loss) per share

The calculation of basic (loss) per share has been based on the following (loss) attributable to ordinary shareholders of the Company and weighted average number of ordinary shares outstanding:

(Loss) attributable to ordinary shareholders

	Group	
	2020	**2019**
	US$'000	**US$'000**
(Loss) attributable to ordinary shareholders	(7,577)	(9,643)

Weighted average number of ordinary shares

	Group	
	2020	**2019**
	'000	**'000**
Issued ordinary shares at 1 January	2,171,181	2,092,632
Effect of new shares issued:		
- pursuant to settlement of loan interests and extension fees	-	78,549
Weighted average number of ordinary shares during the year	2,171,181	2,171,181

(b) Diluted (loss) per share

The calculation of diluted (loss) per share has been based on the following (loss) attributable to ordinary shareholders of the Company and weighted average number of ordinary shares outstanding after adjustment for effects of all dilutive potential ordinary shares:

(Loss) attributable to ordinary shareholders (diluted)

	Group	
	2020	**2019**
	US$'000	**US$'000**
(Loss) attributable to ordinary shareholders	(7,577)	(9,643)

Weighted average number of ordinary shares (diluted)

	Group	
	2020	**2019**
	'000	**'000**
Weighted average number of ordinary shares (basic)	2,171,181	2,171,181
Effect of potential dilutive shares in issue	-	-
Weighted average number of shares during the year (diluted)	2,171,181	2,171,181

As at 31 December 2020 and 2019, the Group's outstanding warrants (Note 20) and share options/restricted share awards (Note 24) were excluded from the weighted-average number of ordinary shares (diluted) calculation as their effect would be to decrease the loss per share and therefore were considered to be anti-dilutive.

11 Plant and Equipment

	Furniture, fixtures and office equipment US$'000	Computer, network and software US$'000	Machinery and equipment US$'000	Construction in progress US$'000	Total US$'000
Group					
Cost					
At 1 January 2019	720	330	1,965	1	3,016
Additions	10	4	-	-	14
Reclassification	-	1	-	(1)	-
Effects of movements in exchange rates	1	-	2	-	3
At 31 December 2019	731	335	1,967	-	3,033
Write off	(456)	(248)	(353)	-	(1,057)
Effects of movements in exchange rates	(19)	(2)	3	-	(18)
At 31 December 2020	256	85	1,617	-	1,958
Accumulated depreciation					
At 1 January 2019	646	322	1,872	-	2,840
Depreciation for the year	44	5	47	-	96
Effects of movements in exchange rates	1	1	1	-	3
At 31 December 2019	691	328	1,920	-	2,939
Depreciation for the year	34	6	23	-	63
Write off	(452)	(248)	(353)	-	(1,053)
Effects of movements in exchange rates	(17)	(1)	27	-	9
At 31 December 2020	256	85	1,617	-	1,958
Net book value					
At 31 December 2019	40	7	47	-	94
At 31 December 2020	-	-	-	-	-

12 Intangible Assets

	Developed technology US$'000	Licensed royalties US$'000	Intellectual property US$'000	Developed technology in progress US$'000	Total US$'000
Group					
Cost					
At 1 January 2019 and 31 December 2019	3,982	172	372	5,518	10,044
Disposals	(3,982)	(172)	-	(4,092)	(8,246)
At 31 December 2020	-	-	372	1,426	1,798
Accumulated amortisation and impairment loss					
At 1 January 2019	1,066	101	332	-	1,499
Amortisation for the year	244	11	-	-	255
Effects of movements in exchange rates	1	-	-	-	1
At 31 December 2019	1,311	112	332	-	1,755
Amortisation for the year	145	6	-	-	151
Disposals	(1,817)	(118)	-	-	(1,935)
Impairment loss recognised in profit or loss	302	-	-	-	302
Effects of movements in exchange rates	59	-	-	2	61
At 31 December 2020	-	-	332	2	334
Net book value					
At 31 December 2019	2,671	60	40	5,518	8,289
At 31 December 2020	-	-	40	1,424	1,464

	Intellectual property US$'000
Company	
Cost	
At 1 January 2019, 31 December 2019 and 31 December 2020	40
Accumulated amortisation	
At 1 January 2019, 31 December 2019 and 31 December 2020	-
Net book value	
At 31 December 2019 and 31 December 2020	40

12 Intangible Assets (cont'd)

(a) Disposal of intangible assets

Chocolate Touch® product line

On 28 August 2020, the Group completed the sale of the Chocolate Touch® product line to a third party, G Vascular Private Limited ("G Vascular").

	2020 US$'000
(Loss) on disposal of Chocolate Touch® product line	
Consideration received in cash*	3,900
Assumed loan liability (i)	1,000
Settlement of liabilities (ii)	1,271
Total consideration	6,171
Less: Net book value of Chocolate Touch® product line	(6,311)
(Loss) on disposal of intangible assets – included in other expenses	(140)

* The Group's policy is to recognise variable consideration, only to the extent that it is highly probable that a significant reversal of the income recognised, will not occur. Accordingly, the Group has not considered the variable consideration of up to US$16 million to be received from G Vascular from their further use of the Chocolate Touch® in the above disposal calculation.

(i) The bridging loan due to a third party, Emerald Apex Pte. Ltd., of US$1,000,000 (Note 23(b)) was assumed by G Vascular upon completion of the sale of the Chocolate Touch® product line pursuant to the terms of the sale.

(ii) G Vascular has settled certain liabilities on behalf of the Group which mainly pertained to the clinical trials incurred by the Group in relation to the Chocolate Touch® product line pursuant to the terms of the sale.

(b) Recoverability of intangible assets

Chocolate Heart™ product line

2020

As at the end of the reporting period, the recoverability of the intangible assets relating to the Chocolate Heart™ product line amounting to US$1,424,000 is measured by comparing the carrying amount of the intangible assets to the recoverable amount.

Based on the assessment performed by management, management concluded that there is no impairment loss to be recognised for the intangible assets relating to the Chocolate Heart™ product line as the recoverable amount was determined to be in excess of the carrying amount at the reporting date.

Notwithstanding the above, the methodology, assumptions and estimates used to determine the future values of the intangible assets are complex and subjective, and may be affected by various factors such as the Group's ability to complete the development and to use or sell the intangible assets.

12 Intangible Assets (cont'd)

(b) Recoverability of intangible assets (cont'd)

Chocolate Heart™ product line (cont'd)

<u>2019</u>

As at the end of the previous reporting period, the recoverability of the intangible assets relating to the Chocolate Heart™ product line was measured by comparing the carrying amount of the intangible assets to the recoverable amount, which was determined based on the value in use.

Based on the value in use, management had concluded that there was no impairment loss to be recognised for the intangible assets relating to the Chocolate Heart™ product line as the recoverable amount was determined to be in excess of the carrying amount at the reporting date. The key assumptions used in estimating the value in use had been set out in the notes specific to the Group's intangible assets in the consolidated financial statements of the Group for the financial year ended 31 December 2019.

Silk product line

As at the end of the reporting period, management recognised a full impairment loss of US$302,000 (2019: Nil) of the intangible assets relating to the Silk product line. The Group has ceased development of the Silk product line as management assessed that the Silk product line is unlikely to generate probable future economic benefits to the Group. The impairment loss of intangible assets is included in "research and development costs" within the consolidated statement of comprehensive income of the Group for the financial year.

13 Investment in Subsidiaries

	Company	
	2020	**2019**
	US$'000	**US$'000**
Unquoted shares in subsidiaries, at cost	423	423
Amount due from subsidiaries:		
- waiver of loans to subsidiaries (i),(iv)	74,742	69,388
- amounts due from subsidiaries (ii),(iv)	47,559	50,732
- capital contributions related to share-based payment awards (iii),(iv)	8,839	8,905
	131,140	129,025
Less: Allowance for impairment loss	(118,939)	(110,251)
	12,201	18,774
	12,624	19,197

(i) The Company waived certain amounts due from the subsidiaries. The Company has classified these loans as investment in subsidiaries as these loans are in substance the Company's investment in the subsidiaries.

13 Investment in Subsidiaries (cont'd)

(ii) It was agreed between the management of the parties involved that the loans due to subsidiaries would be repaid only at the discretion of the respective subsidiaries. The Company has classified these loans as investment in subsidiaries as these loans are in substance the Company's investment in the subsidiaries.

(iii) Share awards were issued by the Company primarily to employees and consultants of its subsidiaries. In addition, certain directors of the Company had received these share awards. These share awards are treated as capital contributions relating to share-based payment awards in the Company's separate financial statements as the Company is obligated to settle the share-based payment awards with its ordinary shares. The related expense is recorded by the subsidiary that received the services from the directors, employees and/or consultants.

(iv) Of the total amount due to subsidiaries of US$131,140,000 (2019: US$129,025,000), US$937,000 (2019: US$936,000) has an internal credit rating "performing" and US$130,203,000 (2019: US$128,089,000) has an internal credit rating "non-performing" as disclosed in Note 29(a).

(a) Details of the subsidiaries at the end of the reporting period are as follows:

Name of subsidiaries and country of incorporation	Principal activities and place of business	Effective equity interests held by the Company	
		2020	2019
		%	%
TriReme Medical, LLC[(1) (2)] ("TMI US") United States of America	Development, manufacturing and distribution of medical devices United States of America	100	100
Quattro Vascular Pte. Ltd.[(3)] ("Quattro") Singapore	Development of medical devices Singapore	100	100
TriReme Medical (Singapore) Pte. Ltd.[(3)] Singapore	Support services to related corporations for the development, manufacturing and distribution of medical devices. Singapore	100	100

(1) Not required to be audited by law of its country of incorporation.
(2) Audited in accordance with SFRS(I) by Moore Stephens LLP, Singapore for group consolidation purposes.
(3) Audited by Moore Stephens LLP, Singapore.

(b) Recoverability of investment in subsidiaries

As at the end of the reporting period, management assessed the recoverable amounts of certain subsidiaries that had indicators of impairment. Management estimated the recoverable amounts based on the fair value less cost to sell of these investment in subsidiaries.

The fair value less cost to sell for these investment in subsidiaries were estimated based on the value of the underlying intangible assets held by the respective subsidiaries, the value of which was based on the assessment performed by management as disclosed in Note12(b).

13 Investment in Subsidiaries (cont'd)

(b) Recoverability of investment in subsidiaries (cont'd)

Based on the assessment performed by management, an additional impairment loss of US$8,688,000 (2019: US$110,251,000) was recognised in profit or loss of the Company during the financial year. The impairment loss has no impact on the consolidated financial statements of the Group.

Movements in the allowance for impairment loss during the financial year are as follows:

	2020 US$'000	2019 US$'000
At 1 January	110,251	-
Impairment loss recognised during the year	8,688	110,251
At 31 December	118,939	110,251

14 Other Investment

	Group		Company	
	2020 US$'000	2019 US$'000	2020 US$'000	2019 US$'000
Non-current investment				
Equity investment – mandatorily at FVTPL	255	255	255	255

Management is of the opinion that the fair value of the equity investment approximates the carrying amount at the reporting date. The equity investment is not material to the consolidated financial statements of the Group.

15 Right-of-use Assets

	Land and buildings US$'000
Group	
2020	
At 1 January 2020	317
Additions	68
Depreciation charge	(344)
At 31 December 2020	41
2019	
At 1 January 2019	640
Depreciation charge	(323)
At 31 December 2019	317

Right-of-use assets are acquired under leasing arrangement and the details of such leased assets are disclosed in Note 22.

16 Other Non-current Assets

	Group		Company	
	2020 US$'000	2019 US$'000	2020 US$'000	2019 US$'000
Security deposits	94	75	-	-

17 Inventories

	Group	
	2020 US$'000	2019 US$'000
Raw materials	-	80
Work-in-progress	-	103
	-	183
Inventories included in cost of sales	434	7,049

18 Trade and Other Receivables

	Group		Company	
	2020 US$'000	2019 US$'000	2020 US$'000	2019 US$'000
Trade receivables	1	293	-	-
Grant receivables (a)	314	324	-	-
Other receivables (b)	39	1,393	-	1,374
	354	2,010	-	1,374
Prepayments	234	355	200	239
	588	2,365	200	1,613

(a) Grant receivables relate to the grant from Economic Development Board of Singapore (EDB) to establish a drug-coating R&D center to develop a drug-coated product portfolio in prior years and cash grants under the Job Support Scheme (JSS) as introduced by the Singapore government during the financial year.

(b) At the end of the previous financial year, other receivables comprised US$400,000 and S$1,311,000 (approximately US$951,000) held in escrow account in relation to the sale of assets to Medtronic, Inc. ("Medtronic") and Teleflex, Inc. ("Teleflex"), respectively. During the current financial year, the Group has fully received the said amounts totalling approximately US$1,351,000.

There is no allowance for impairment loss on these trade and other receivables. Management assessed that the expected credit loss is insignificant.

19 Cash and Bank Balances

	Group		Company	
	2020	2019	2020	2019
	US$'000	US$'000	US$'000	US$'000
Bank balances	912	1,447	29	1,100
Deposits pledged	58	57	-	-
Cash and cash equivalents per consolidated statement of cash flows	970	1,504	29	1,100

Amounts in deposits pledged relate to security for various company credit cards both in the United States of America and Singapore. These deposits pledged earn interest income at interest rates of 0.02% and 0.08% per annum.

20 Share Capital and Reserves

	Group and Company			
	2020		2019	
	Number of ordinary shares		Number of ordinary shares	
	'000	US$'000	'000	US$'000
Issued and fully paid:				
At 1 January	2,235,271	173,182	2,092,632	172,776
Issuance of shares pursuant to settlement of loan interests and extension fees (a)	-	-	142,639	406
At 31 December	2,235,271	173,182	2,235,271	173,182

(a) On 14 June 2019, the Company had issued 142,639,000 ordinary shares at an issue price of S$0.0039 per share to third parties for a settlement of loan interests and extension fees amounting to US$406,000.

All shares rank equally with regard to the Company's residual assets. All issued shares are fully paid with no par value.

Ordinary shares

The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at general meetings of the Company.

Warrants

The Company had on 4 May 2017 issued 35,000,000 unlisted warrants ("Warrants") to GEM Global Yield Fund LLC SCS ("GEM Global"), a company based in Luxembourg, each carrying the right to subscribe for 1 new ordinary share of the Company ("Share") at an exercise price of S$0.10 for each new Share ("Warrant Shares").

As at 31 December 2020, no Warrants have been exercised and converted into new Shares (2019: Nil). Accordingly, as at 31 December 2020, there were 35,000,000 outstanding Warrants (2019: 35,000,000 outstanding Warrants) and the total number of new Shares that may be issued on conversion of all outstanding Warrants is 35,000,000 (2019: 35,000,000). The Warrants will expire in May 2022.

20 Share Capital and Reserves (cont'd)

Reserves

	Group		Company	
	2020	**2019**	**2020**	**2019**
	US$'000	**US$'000**	**US$'000**	**US$'000**
Merger reserve (a)	(1,385)	(1,385)	(32,390)	(32,390)
Reserve for own shares (b)	(77)	(77)	(77)	(77)
Translation reserve (c)	(3,838)	(3,715)	(6,117)	(5,994)
Share-based payment reserve (d)	9,166	9,229	9,166	9,229
Capital-contribution (e)	-	-	34,056	33,124
	3,866	4,052	4,638	3,892

Movements in the Group's reserves during the financial year are set out in the consolidated statement of changes in equity of the Group.

(a) Merger reserve

Merger reserve represents the combined amount of issued capital of respective subsidiaries under common control that were subsequently combined to form the Group under the restructuring exercise which was completed in 2013.

(b) Reserve for own shares

The reserve for own shares comprises the cost of the Company's shares held by the Group. As at 31 December 2020, the Group held 16,000 (2019: 16,000) of the Company's shares.

(c) Translation reserve

The foreign currency translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

(d) Share-based payment reserve

The share-based payment reserve comprises the cumulative value of employee services received for the issue of share options to employees of the Group.

(e) Capital contribution

The capital contribution represents the loans from a wholly owned subsidiary, Quattro, of which the terms are unsecured, interest-free and repayable at the discretion of the Company.

21 Trade and Other Payables

	Group		Company	
	2020	2019	2020	2019
	US$'000	US$'000	US$'000	US$'000
Non-current				
Provision on royalty payable	-	66	-	-
Current				
Trade payables	6	208	-	-
Accrued payroll and other related costs	470	654	-	-
Accrued operating expenses	938	1,248	615	398
Non-trade payables	115	171	97	113
Other payables	84	524	-	-
	1,613	2,805	712	511

The Group has a royalty obligation due to a license obtained from Surmodics, Inc. ("Surmodics") for the use of Surmodics' know-how and patent rights for a period from 2010 to 2024. This obligation was calculated based on the higher of (i) minimum royalties or (ii) earned royalties whereby the latter is dependent on the amount of net sales for each quarter. The provision had been estimated based on the contractual agreed minimum royalty payment per quarter, discounted to present value at a weighted average cost of capital of 11.5%. During the current financial year, the Group terminated the royalty obligation with Surmodics resulting in a write back of other payables of US$30,000 (Note 9) recognised in profit or loss of the Group for the financial year.

The non-trade payables comprised mainly legal and professional fees which are unsecured, interest-free and payable within one year.

22 Lease Liabilities

	Land and buildings US$'000
Group	
2020	
At 1 January 2020	331
Additions	68
Interest expense	13
Lease payments:	
- principal portion	(354)
- interest portion	(13)
At 31 December 2020	45
2019	
At 1 January 2019	640
Interest expense	28
Lease payments:	
- principal portion	(309)
- interest portion	(28)
At 31 December 2019	331

22 Lease Liabilities (cont'd)

The maturity analysis of lease liabilities of the Group as at the end of the reporting period are as follows:

	2020 US$'000	2019 US$'000
Contractual undiscounted cash flows		
Less than 1 year	45	296
Between 1 to 5 years	-	45
	45	341
Less: Future interest charges	-	(10)
Present value of lease liabilities	45	331
Presented as:		
- non-current	-	45
- current	45	286
	45	331

The Group leases land and buildings with only fixed payments over the lease terms. The Group is prohibited from selling, pledging or sub-leasing the underlying leased assets and is required to maintain the assets in good condition.

The reconciliation of movements of lease liabilities to cash flows arising from financing activities is presented in Note 23.

23 Loans and Borrowings

	Group		Company	
	2020 US$'000	2019 US$'000	2020 US$'000	2019 US$'000
Short-term loan (a)	1,000	1,363	1,000	1,363

(a) As at 31 December 2019, the short-term loan of US$1,363,000 from a third party was unsecured, incurred interest of 10% per annum and was repayable on 15 November 2020. However, the short-term loan had become immediately due when the Group's cash balance fell below US$2.0 million in accordance with the terms of the loan agreement.

During the current financial year, the Company made a repayment of US$363,000. As at 31 December 2020, the balance of the short-term loan of US$1,000,000 remained outstanding and the Group continued to be in non-compliance with the loan covenant.

Subsequent to the financial year end, in February 2021, the lender agreed in writing not to seek or demand repayment for the short-term loan in the next 18 months unless a settlement agreement is entered into during this period. Further, the lender agreed to grant an indulgence to the Group for the non-compliance of the loan covenant.

(b) During the current financial year, the Group obtained a bridging loan of US$1,000,000 from a third party. The loan is unsecured and bears interest of 8% per annum. The loan was subsequently assumed by G Vascular Private Limited consequent to the disposal of the Chocolate Touch® product line during the financial year as disclosed in Note 12(a).

23 Loans and Borrowings (cont'd)

Reconciliation of movements of liabilities to cash flows arising from financing activities is as follows:

		← Cash flows →		← Non-cash changes →				
	1 January US$'000	**Proceeds US$'000**	**Repayments US$'000**	**Addition US$'000**	**Assumed loan liability US$'000**	**Interest expense US$'000**	**Others US$'000**	**31 December US$'000**
2020								
Loans and borrowings	1,363	1,000	(363)	-	(1,000)	262	(262)	1,000
Lease liabilities	331	-	(367)	68	-	13	-	45
2019								
Loans and borrowings	2,389	-	(1,184)	-	-	224	(66)	1,363
Lease liabilities	640	-	(337)	-	-	28	-	331

24 Share-based Payment Arrangements

The Group has the following share-based payment arrangements:

Share option programme (equity-settled)

In September 2005 ("2005 Stock Plan"), November 2010 ("2010 Stock Plan") and September 2013 ("2013 Stock Plan") the Group had established share option plans that entitle certain employees, directors and consultants to purchase ordinary shares in the Company. On 9 April 2014, the Company had adopted the 2014 QTV Employee Share Option Scheme ("2014 Stock Plan") which became effective upon the listing of the Company on the Catalist of the SGX-ST on 29 April 2014.

The Group's 2005, 2010, 2013 and 2014 Stock Plans (collectively, the "Scheme") are administered by the Remuneration Committee, comprising two directors, Amir Belson and Gregory David Casciaro.

In March 2019, the Company had undertaken a repricing exercise where the exercise price of options under the "2013 Stock Plan" had been repriced from S$0.0036 per option share to S$0.0060 per option share. All repriced options will be subjected to a new vesting schedule where 50% of the shares shall be immediately vested and exercisable and 50% of the shares shall vest 1/12th per month. The purpose of the repricing is to give the Company an opportunity to improve employee incentives and retention. The repricing had resulted in an increase in incremental fair value of the share options by US$90,000.

All share options are to be settled by physical delivery of shares.

24 Share-based Payment Arrangements (cont'd)

Share option programme (equity-settled) (cont'd)

	No. of share options '000	Vesting conditions	Contractual life of options
Aggregate share options granted			
Aggregate share options granted since the commencement of the share option programme	302,547	*	10 years

* *As at 31 December 2020 and 2019, each set of share options granted has one of the following vesting conditions:*

Vesting conditions

1. *Rateable over one year (1/12 per month)*
2. *Rateable over two years (1/24 per month)*
3. *Rateable over three years (1/36 per month)*
4. *Rateable over four years (1/48 per month)*
5. *25% after one year; rateable over four years (1/48 per month) thereafter*
6. *25% at start date; rateable over three years (1/36 per month) thereafter*
7. *25% at start date; rateable over four years (1/48 per month) thereafter*
8. *25% after one year; rateable over three years (1/36 per month) thereafter*
9. *25% at start date; 25% per year thereafter*
10. *50% at start date; rateable over two years*
11. *50% at start then rateable over two years (1/24 per month) thereafter*
12. *50% at start then rateable over three years (1/36 per month) thereafter*
13. *100% vesting at start date*
14. *100% vesting at milestone completion date*
15. *One third on 31 May 2006, 30 September 2006 and 31 December 2006 respectively*
16. *100% vesting after one year*

Vested share options may be exercised up to ten years from the vesting commencement date.

Measurement of fair values

The fair value of the share options had been measured using the Black-Scholes option-pricing model. Estimates of volatility had been based on an evaluation of the historical volatility of the Company's share price. The expected term of the share options had been based on estimated option holder behaviour.

The inputs used in the measurement of the fair values at grant date of the share options under the share option programme had been disclosed in the consolidated financial statements of the Group for the relevant financial years.

24 Share-based Payment Arrangements (cont'd)

Share option programme (equity-settled) (cont'd)

Reconciliation of outstanding share options

The number and weighted average exercise prices of share options under share option programme are as follows:

	Group and Company		Group and Company	
	Weighted average exercise price 2020 US$	No. of share options 2020 '000	Weighted average exercise price 2019 US$	No. of share options 2019 '000
Outstanding at 1 January	0.004 - 0.07	94,453	0.01 - 0.09	97,230
Forfeited during the year	0.01 - 0.07	(8,340)	0.01 - 0.07	(1,941)
Expired during the year	0.04	(9,990)	0.05	(836)
Granted during the year	-	-	-	-
Outstanding at 31 December	0.006 - 0.09	76,123	0.004 - 0.07	94,453
Exercisable at 31 December	0.004 - 0.07	75,567	0.005 - 0.07	86,756

As at 31 December 2020, the options outstanding have an exercise price in the range of US$0.004 to US$0.07 (2019: US$0.004 to US$0.09) and a weighted average contractual life of 6.6 years (2019: 5.3 years).

As at 31 December 2020, there were no share options granted and no share options were exercised (2019: Nil) during the financial year.

	Group		Company	
	2020 US$'000	2019 US$'000	2020 US$'000	2019 US$'000
Share-based compensation expense recognised in profit or loss	15	77	3	-

24 Share-based Payment Arrangements (cont'd)

Restricted share awards (equity-settled)

At the Annual General Meeting of the Company held on 30 April 2015, the shareholders of the Company had approved the QT Vascular Restricted Share Plan 2015 ("2015 RSP"). The 2015 RSP is administered by the Remuneration Committee, comprising two directors, Amir Belson and Gregory David Casciaro.

	No. of share wards '000	Vesting conditions
Aggregate share awards granted		
Aggregate share awards granted since the commencement of the restricted share awards scheme	117,443	*

* *As at 31 December 2020 and 2019, each set of share awards granted has one of the following vesting conditions:*

Vesting conditions

1. *20% of total awards will vest upon achievement of each of the 5 predetermined milestones.*
2. *25% of total awards will vest upon achievement of each of the 4 predetermined milestones.*
3. *100% of total awards will vest immediately upon issuance.*
4. *50% of total awards will vest immediately upon issuance and 25% of total awards will vest upon achievement of each of the 2 predetermined milestones.*
5. *The award holder has to remain as an employee of the Group on the date that the shares are issued.*

Reconciliation of outstanding restricted share awards

The number of shares issuable under restricted share awards scheme are as follows:

	Group		Company	
	2020 '000	2019 '000	2020 '000	2019 '000
Outstanding at 1 January	7,060	7,693	900	900
Forfeited during the year	(1,154)	(633)	-	-
Issued during the year	-	-	-	-
Granted during the year	-	-	-	-
Outstanding at 31 December	5,906	7,060	900	900

As at 31 December 2020, there were no restricted share awards that had vested and no restricted share awards were issued (2019: Nil) during the financial year.

	Group		Company	
	2020 US$'000	2019 US$'000	2020 US$'000	2019 US$'000
Share-based compensation (forfeiture) recognised in profit or loss	(78)	(43)	-	-

25 Related Party Transactions

In addition to the related party information disclosed elsewhere in the financial statements, the Group entered into transactions with related parties during the financial year, on terms agreed between the parties, as shown below.

Key management personnel compensation comprised:

	Group		Company	
	2020	2019	2020	2019
	US$'000	US$'000	US$'000	US$'000
Short-term employee benefits	1,361	1,609	208	216
Share-based payments	(19)	43	3	9
	1,342	1,652	211	225

Key management personnel and director transactions:

	Group		Company	
	2020	2019	2020	2019
	US$'000	US$'000	US$'000	US$'000
Transactions				
Royalty	2	5	-	-
Balances				
Royalty	-*	-*	-	-

* Denotes amount less than US$1,000.

On 27 April 2014, Eitan Konstantino, had entered into an amended and restated intellectual property assignment agreement with the Company and Quattro under which he assigned the Company and Quattro all intellectual property rights for a medical device to be utilised in the treatment of blood vessels, i.e., 'chocolate' balloon catheter. Based on the revised agreement, Eitan Konstantino is entitled to 2.85% of the net sales of the product upon commercialisation and the amount is payable quarterly on a date within five business days of the earlier of (i) filing with the applicable regulatory body of the required quarterly and annual financial reports and (ii) 45 days following the end of a fiscal quarter and 60 days following the end of a fiscal year. As presented on the above-mentioned table, during the financial year, the royalty expense recognised in profit and loss of the Group paid/ payable to Eitan Konstantino amounted to US$2,000 (2019: US$5,000).

26 Capital Commitments

	Group	
	2020	2019
	US$'000	US$'000
Development costs	-	545

The Group has no further development costs or any other significant commitments as at the end of the current reporting period.

27 Contingent Liabilities

As part of the loan extension agreements that the Group had entered into and referred to as qualifying exit clause, the Group is obligated to pay a consideration equal to two times the outstanding principal amount invested by each loan lender at the reporting date, contingent upon the cumulative transaction size of the sale of assets and/or businesses of the Group and/or the acquisition of the Group for a purchase consideration of at least S$75,000,000 (transaction value) prior to the maturity date of the loans.

As at 31 December 2020 and 2019, the remaining outstanding principal amount, which may be subject to the qualifying exit clause, was US$1,363,000. The Group may be obligated to pay an additional consideration of US$1,363,000, in addition to the outstanding principal amount, if the qualifying exit clause is triggered. As the possibility of an outflow is not yet probable, as at the date of these financial statements, the Group has not recognised any liability in respect of the contingent consideration.

28 Operating Segments

Operating segments are defined as components of an enterprise that engage in business activities for which separate financial information is available and evaluated by the chief operating decision maker in deciding how to allocate resources and assessing performance. The Company's chief operating decision maker is its CEO. The CEO reviews financial information presented on a consolidated basis, for purposes of allocating resources and evaluating financial performance. The Group has one business activity and there are no segment managers who are held accountable for operations, or plans for levels or components below the consolidated unit level. Accordingly, the Group operates as a single reportable operating segment.

Geographical segments

The Group operates principally in the United States of America and Singapore. In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers and segment assets are based on the geographical location of the non-current assets.

	Revenue		Non-current assets	
	2020	**2019**	**2020**	**2019**
	US$'000	**US$'000**	**US$'000**	**US$'000**
Group				
United States of America	478	7,395	1,483	3,903
Singapore	-	367	371	5,127
Europe	79	192	-	-
	557	7,954	1,854	9,030

Major customers

During the financial year, approximately 86% (2019: 64%) of the Group's revenue is attributable to sale transactions with a single multinational customer.

29 Financial Instruments

Financial risk management objectives and policies

The Group and the Company is exposed to financial risks arising from its operations and the use of financial instruments. The Board of Directors reviews and agrees policies and procedures for the management of these risks. The Audit Committee provides independent oversight to the effectiveness of the risk management process. These risks include credit risk, foreign currency risk, interest rate risk and liquidity risk. The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks. The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

(a) Credit risk

Credit risk refers to the risk that counterparty will default on its contractual obligations resulting in a loss to the Group and the Company. In order to minimise credit risk, the Group has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Group generally do not require collateral. The Group reviews the recoverable amount of each trade receivable and debt investment on an individual basis at the end of the reporting period to ensure that adequate loss allowance is made for irrecoverable amounts.

At the reporting date, the Group does not have significant credit risk exposure to any individual customer's balance of trade receivables. The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings. The Group's maximum exposure to credit risk arises from the carrying amount of the respective recognised financial assets as present on the consolidated statement of financial position.

The credit risk for financial assets (excluding cash and bank balances) based on geographical information provided by key management is as follows:

	Group		Company	
	2020	2019	2020	2019
	US$'000	US$'000	US$'000	US$'000
North America	-	260	-	-
Asia	354	1,718	-	1,374
European Union	-	32	-	-
	354	2,010	-	1,374

29 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

i. Trade receivables

The Group uses a provision matrix to measure the lifetime expected credit loss allowance for trade receivables. In measuring the expected credit losses, trade receivables are grouped based on their shared credit risk characteristics and numbers of days past due. The expected credit losses on trade receivables are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

The amount of the allowance on trade receivables was immaterial.

ii. Cash and bank balances and other financial assets

The cash and bank balances are entered into with banks and financial institutions that have high credit-ratings.

Impairment on cash and bank balances and other financial assets has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and bank balances and other financial assets have low credit risk based on the external credit ratings of the counterparties. The amount of the allowances on cash and bank balances and other financial assets were immaterial.

Credit risk grading guideline

Management has established the Group's internal credit risk grading to the different exposures according to their degree of default risk. The internal credit risk grading which is used to report the Group's credit risk exposure to key management for credit risk management purposes are as follows:

Internal rating grades	Definition	Basis of recognition of expected credit loss (ECL)
i. Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL
ii. Under-performing	There has been a significant increase in credit risk since initial recognition.	Lifetime ECL (not credit-impaired)
iii. Non-performing	There is evidence indicating that the asset is credit-impaired.	Lifetime ECL (credit impaired)
iv. Write-off	There is evidence indicating that there is no reasonable expectation of recovery as the debtor is in severe financial difficulty.	Asset is written off

29 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

Credit risk exposure

The credit quality of the Group's financial assets, as well as maximum exposure to credit risk by credit risk rating grades is presented as follows:

	Internal credit rating	ECL	Gross carrying amount	Loss allowance	Net carrying amount
			US$'000	US$'000	US$'000
Group					
2020					
Trade receivables	Performing	Lifetime ECL (simplified)	1	-	1
Other receivables	Performing	12-month ECL	353	-	353
2019					
Trade receivables	Performing	Lifetime ECL (simplified)	293	-	293
Other receivables	Performing	12-month ECL	1,717	-	1,717
Company					
2020					
Other receivables	Performing	12-month ECL	-	-	-
Amount due from subsidiaries	Performing	12-month ECL	937	-	937
Amount due from subsidiaries	Non-performing	Lifetime ECL (credit impaired)	130,203	(118,939)	11,264
2019					
Other receivables	Performing	12-month ECL	1,374	-	1,374
Amount due from subsidiaries	Performing	12-month ECL	936	-	936
Amount due from subsidiaries	Non-performing	Lifetime ECL (credit impaired)	128,089	(110,251)	17,838

29 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(b) Foreign currency risk

The Group has transactional currency exposure arising from sales or purchases that are denominated in foreign currencies; consequently, exposures to exchange rate fluctuation arise. The foreign currencies which these transactions are denominated are mainly United States Dollar ("USD") and Singapore Dollar ("SGD").

The Group does not hedge foreign currency exposure using derivative financial instruments. The Group manages foreign currency risks by close monitoring of the timing of inception and settlement of the foreign currency transactions.

The Group's currency exposure based on the information provided to key management is as follows:

	USD US$'000	SGD US$'000	Total US$'000
Group			
2020			
Financial assets			
Other non-current assets	32	62	94
Trade and other receivables (excluding prepayments)	-	354	354
Cash and bank balances	902	68	970
	934	484	1,418
Financial liabilities			
Trade and other payables (excluding accrued payroll and other related costs)	(801)	(342)	(1,143)
Loans and borrowings	(1,000)	-	(1,000)
Lease liabilities	(45)	-	(45)
	(1,846)	(342)	(2,188)
Net financial assets/(liabilities)	(912)	142	(770)
(Less)/Add:			
Net financial assets/liabilities denominated in the Group entities' functional currency	(550)	219	(331)
Currency exposure	(1,462)	361	(1,101)

29 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(b) Foreign currency risk (cont'd)

The Group's currency exposure based on the information provided to key management is as follows: (cont'd)

	USD US$'000	SGD US$'000	Total US$'000
Group			
2019			
Financial assets			
Other non-current assets	32	43	75
Trade and other receivables (excluding prepayments)	709	1,301	2,010
Cash and bank balances	323	1,181	1,504
	1,064	2,525	3,589
Financial liabilities			
Trade and other payables (excluding accrued payroll and other related costs)	(1,562)	(655)	(2,217)
Loans and borrowings	(1,363)	-	(1,363)
Lease liabilities	(306)	(25)	(331)
	(3,231)	(680)	(3,911)
Net financial assets/(liabilities)	(2,167)	1,845	(322)
(Less)/Add:			
Net financial assets/liabilities denominated in the Group entities' functional currency	652	(1,608)	(956)
Currency exposure	(1,515)	237	(1,278)

29 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(b) Foreign currency risk (cont'd)

The Company's currency exposure based on the information provided to key management is as follows:

	USD US$'000	SGD US$'000	Total US$'000
Company			
2020			
Financial assets			
Amount due from subsidiaries	1,160	11,041	12,201
Cash and bank balances	9	20	29
	1,169	11,061	12,230
Financial liabilities			
Trade and other payables (excluding accrued payroll and other related costs)	(470)	(242)	(712)
Loans and borrowings	(1,000)	-	(1,000)
Loans due to subsidiary – capital contribution	(20,152)	(13,904)	(34,056)
	(21,622)	(14,146)	(35,768)
Net financial (liabilities)	(20,453)	(3,085)	(23,538)
(Less)/Add:			
Net financial liabilities denominated in the Company's functional currency	-	3,085	3,085
Currency exposure	(20,453)	-	(20,453)

29 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(b) Foreign currency risk (cont'd)

The Company's currency exposure based on the information provided to key management is as follows: (cont'd)

	USD US$'000	SGD US$'000	Total US$'000
Company			
2019			
Financial assets			
Trade and other receivables (excluding prepayments)	400	974	1,374
Amount due from subsidiaries	4,742	14,032	18,774
Cash and bank balances	3	1,097	1,100
	5,145	16,103	21,248
Financial liabilities			
Trade and other payables (excluding accrued payroll and other related costs)	(249)	(262)	(511)
Loans and borrowings	(1,363)	-	(1,363)
Loans due to a subsidiary – capital contribution	(19,235)	(13,889)	(33,124)
	(20,847)	(14,151)	(34,998)
Net financial assets/(liabilities)	(15,702)	1,952	(13,750)
(Less)/Add:			
Net financial assets/liabilities denominated in the Company's functional currency	-	(1,952)	(1,952)
Currency exposure	(15,702)	-	(15,702)

29 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(b) Foreign currency risk (cont'd)

Sensitivity analysis

The Group's and the Company's exposure to foreign currencies and the sensitivity to a 10% strengthening of the respective functional currencies of the Group's entities against the foreign currencies, are shown below. A 10% strengthening of the respective functional currencies of the Group's entities against the foreign currencies at the reporting date would increase/(decrease) profit or loss by the amounts shown below. The analysis assumes that all other variables, in particular interest rates, remain constant.

	Group		Company	
	Increase/(Decrease)		Increase/(Decrease)	
	Loss before tax 2020 US$'000	Loss before tax 2019 US$'000	Loss before tax 2020 US$'000	Loss before tax 2019 US$'000
SGD against USD	(36)	(24)	-	-
USD against SGD	146	152	2,045	1,570

A 10% weakening of USD/SGD against the above currencies would have had the equal but opposite effect on the above currencies to the amounts shown above.

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group is exposed to interest rate risk because they obtain interest-bearing loans and borrowings from third parties. The Group's policy is to obtain the most favourable interest rates available. The risk is also managed by maintaining an appropriate mix of fixed and floating rate borrowings. Surplus funds are placed with reputable banks.

29 Financial Instruments (cont'd)

Financial risk management objectives and policies (cont'd)

(c) Interest rate risk (cont'd)

The table below sets out the Group's/Company's exposure to interest rate risk. Included in the table are the assets and liabilities at their carrying amounts, categorised by the earlier of contractual repricing or maturity dates.

	Group		**Company**	
	2020	**2019**	**2020**	**2019**
	US$'000	**US$'000**	**US$'000**	**US$'000**
Fixed interest rates				
Financial assets	58	57	-	-
Financial liabilities	(1,000)	(1,363)	(1,000)	(1,363)
	(942)	(1,306)	(1,000)	(1,363)

The fixed interest rate financial assets comprised the deposits pledged as disclosed in Note 19. The fixed interest rate financial liabilities comprised the short-term loans as disclosed in Note 23. In respect of these fixed interest rates financial instruments, a change in interest rates at the reporting date would not affect profit or loss of the Group.

(d) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group and the Company's liquidity needs include working capital expenditures, conduct of research and development, testing and regulatory compliance activities, business development activities and paying down outstanding debt. To meet its liquidity needs, the Group primarily relies on financing in the form of issuance of ordinary shares and short-term loans from third parties.

Further details on the ability of the Group and the Company to carry on as going concerns are disclosed in Note 3(b).

29 **Financial Instruments** (cont'd)

Financial risk management objectives and policies (cont'd)

(d) Liquidity risk (cont'd)

	Carrying amount US$'000	Contractual cash flows US$'000	Within 1 year US$'000	1-2 years US$'000	2-5 years US$'000	> 5 years US$'000
Group						
2020						
Trade and other payables*	1,143	1,143	1,143	-	-	-
Loans and borrowings	1,000	1,000	1,000	-	-	-
Lease liabilities	45	45	45	-	-	-
	2,188	2,188	2,188	-	-	-
2019						
Trade and other payables*	2,217	2,251	2,151	40	60	-
Loans and borrowings	1,363	1,363	1,363	-	-	-
Lease liabilities	331	341	296	45	-	-
	3,911	3,955	3,810	85	60	-
Company						
2020						
Trade and other payables	712	712	712	-	-	-
Loans and borrowings	1,000	1,000	1,000	-	-	-
	1,712	1,712	1,712	-	-	-
2019						
Trade and other payables	511	511	511	-	-	-
Loans and borrowings	1,363	1,363	1,363	-	-	-
	1,874	1,874	1,874	-	-	-

* Excluding accrued payroll and other related costs.

The above table shows the remaining contractual maturities of the Group's and the Company's financial liabilities, including estimated interest payments. These amounts are gross and undiscounted and include contractual interest payments.

29 **Financial Instruments** (cont'd)

Capital risk management

The primary objective of the Group's capital management is to ensure it maintains healthy capital ratios in order to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from the previous financial year.

The Group's management reviews the capital structure of the Group and makes adjustment to it, in light of changes in economic conditions. The Group's management monitors capital using the net debt to capital ratio. The Group's net debt is calculated as total liabilities less cash and bank balances. Total capital includes all capital and reserves of the Group that are managed as capital.

	Group	
	2020	**2019**
	US$'000	**US$'000**
Net debt	1,688	3,061
Total capital	754	8,517
Net debt to capital ratio	2.24	0.36

For the financial years ended 31 December 2020 and 2019, the Group was not subjected to any significant externally imposed capital requirements.

30 **Determination of Fair Values**

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods:

(a) Management has determined that the carrying amounts of cash at bank, including deposits pledged, trade and receivables (excluding prepayments), inventories, other financial assets, trade and other payables and loans and borrowings on their notional amounts reasonably approximate their fair values because of their short-term nature.

(b) The fair value of the employee share options and restricted share awards are measured using the Black-Scholes options-pricing model. Measurement inputs include the share price on the measurement date, the exercise price of the instrument, expected volatility (based on an evaluation of the historic volatility of the Company's share price, particularly over the historical period commensurate with the expected term), expected term of the instruments (based on historical experience and general option holder behaviour), expected dividends, and the risk-free interest rate (based on government bonds). Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

(c) Other non-derivative financial liabilities are measured at fair value at initial recognition and for disclosure purposes, at each reporting date. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the measurement date.

30 Determination of Fair Values (cont'd)

When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that financial asset or financial liability.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of a financial asset or a financial liability, the Group uses observable market data as far as possible.

As at 31 December 2020, the Group holds equity investment that is carried at fair value of US$255,000 (2019: US$255,000), which approximates the carrying amount at the reporting date. Management is of the opinion that the equity investment is not material to the consolidated financial statements of the Group.

31 Impact of COVID-19

In March 2020, the World Health Organisation declared the COVID-19 outbreak a pandemic. The spread of COVID-19 has created a high level of uncertainty to the near-term global economic prospect and caused disruptions to various businesses. The Group has taken precautionary measures to deal with the COVID-19 outbreak in accordance with guidelines provided by the authorities in the respective countries which the Group operates in.

Management is of the opinion that the COVID-19 pandemic has, to a certain extent, an impact on the Group's operations and financial performance for 2020. Management is closely monitoring the Group's businesses and has taken certain measures to deal with the impact including managing the Group's liquidity and/or to conserve cash flow. As the global COVID-19 situation remains very fluid at the date of these financial statements, the Group is currently unable to estimate the financial impact to the Group's financial performance for 2021. Notwithstanding this, management has determined that the COVID-19 pandemic has not created a material uncertainty that casts doubt on the Group's ability to continue as a going concern, other than as disclosed in Note 3(b).

32 Subsequent Events

In March 2021, the Company allotted and issued 4,181,674 ordinary shares of the Company at an issue price of S$0.006 pursuant to the exercise of options granted on 16 September 2013 under the QTV 2013 Share Plan. The new shares will rank *pari passu* in all respects with the existing ordinary shares of the Company.

Following the allotment and issuance of the new shares, the number of issued and paid-up shares in the capital of the Company has increased from 2,235,271,500 to 2,239,453,174 ordinary shares.

STATISTICS OF SHAREHOLDINGS

AS AT 17 MARCH 2021

ISSUED AND FULLY PAID UP CAPITAL	:	S$185,938,301
NUMBER OF SHARES IN ISSUE	:	2,239,453,174
CLASS OF SHARES	:	ORDINARY SHARES
VOTING RIGHTS	:	ONE VOTE PER ORDINARY SHARE

The Company does not have any treasury shares.

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 17 MARCH 2021

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 – 99	11	0.29	358	0.00
100 – 1,000	40	1.06	25,466	0.00
1,001 – 10,000	434	11.50	3,318,671	0.15
10,001 – 1,000,000	2,980	78.94	636,304,844	28.41
1,000,001 AND ABOVE	310	8.21	1,599,803,835	71.44
TOTAL	**3,775**	**100.00**	**2,239,453,174**	**100.00**

TWENTY LARGEST SHAREHOLDERS

NO.	SHAREHOLDER'S NAME	NUMBER OF SHARES HELD	%
1	CITIBANK NOMINEES SINGAPORE PTE LTD	105,281,789	4.70
2	OCBC SECURITIES PRIVATE LTD	85,472,543	3.82
3	HO BENG SIANG	67,500,000	3.01
4	RAFFLES NOMINEES (PTE) LIMITED	64,362,922	2.87
5	CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	63,623,659	2.84
6	DBS NOMINEES PTE LTD	61,023,989	2.72
7	TAN KIAN HING	58,000,000	2.59
8	PHILLIP SECURITIES PTE LTD	53,084,800	2.37
9	TAN KIM TJIO @ TAN KIM CHOW	52,216,500	2.33
10	LIM ENG CHONG (LIN RONGCANG)	29,000,000	1.29
11	KOH CHEE TECK (XU ZHIDE)	24,600,000	1.10
12	MAYBANK KIM ENG SECURITIES PTE. LTD	21,813,608	0.97
13	TAY KIM CHAI JOHNSON	20,000,000	0.89
14	MERRILL LYNCH (SINGAPORE) PTE LTD	17,476,104	0.78
15	LOW POH KUAN	16,700,000	0.75
16	LONG SA KOW	16,288,000	0.73
17	LECK HANG WEI	15,601,000	0.70
18	HENG YONG HOCK PHILIP	14,000,000	0.63
19	GAN LEE HOON	13,000,000	0.58
20	TAN LAY PENG	13,000,000	0.58
	TOTAL	**812,044,914**	**36.25**

SUBSTANTIAL SHAREHOLDER AS PER REGISTER OF SUBSTANTIAL SHAREHOLDERS

As at 17 March 2021, there was no substantial shareholder as per the Register of Substantial Shareholders.

SHAREHOLDING HELD IN THE HANDS OF PUBLIC

Based on the information available to the Company as at 17 March 2021, approximately 99.28% of the issued ordinary shares of the Company was held in the hands of the public and therefore, Rule 723 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited, is complied with.

NOTICE OF
ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of QT Vascular Limited (the "**Company**") will be held by way of electronic means on 30 April 2021 at 9:00 a.m. for the purposes set out below.

The Notice has been made available on SGXNet and the AGM registration website at URL https://complete-corp.com/qtvascular-agm-egm/. A printed copy of this Notice, the proxy form and other documents related to the AGM will not be despatched to members.

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2020 together with the Independent Auditor's Report thereon. **(Resolution 1)**

2. To re-elect Sho Kian Hin who is retiring pursuant to Article 98 of the Company's Constitution as a Director of the Company.
See explanatory note (i) **(Resolution 2)**

3. To approve the payment of Directors' fees of US$212,000 for the financial year ended on 31 December 2020 to be paid in arrears (FY2019: US$216,000). **(Resolution 3)**

4. To re-appoint Moore Stephens LLP as the Company's Auditors and to authorise the directors of the Company ("Directors") to fix the remuneration. **(Resolution 4)**

5. To transact any other ordinary business that may be properly transacted at an annual general meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

6. **Authority to Allot and Issue Shares** **(Resolution 5)**

That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore ("**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**"), the Directors be empowered to:

(a) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

(b) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other Instruments convertible into Shares;

At any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion deem fit and, notwithstanding the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:

(a) the aggregate number of shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred percent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;

(b) subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:

   (i) new Shares arising from the conversion or exercise of any convertible securities;

   (ii) new Shares arising from exercising of share options or vesting of share awards which are outstanding or subsisting at the time of passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

   (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

   Any adjustments in accordance with (i) and (ii) are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

(c) In exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance is waived by the SGX-ST) and the Constitution of the Company; and

(d) Unless revoked or varied by the Company in general meeting such authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (ii)]

7. **Authority to allot and issue shares under QTV 2013 Share Plan (the "QTV 2013 Share Plan"), the TriReme Medical, LLC 2005 Stock Plan ("2005 Stock Plan") and the Quattro Vascular Pte. Ltd. 2010 Equity Incentive Plan ("2010 Equity Incentive Plan").** **(Resolution 6)**

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the exercise of options under the QTV 2013 Share Plan, the 2005 Stock Plan and the 2010 Equity Incentive Plan, such authority (unless revoked or varied by the company in general meeting) to continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

8. **Authority to allot and issue shares under the 2014 QTV Employee Share Option Scheme (the "Scheme")** **(Resolution 7)**

THAT the Directors be and are hereby authorised to:

(a) offer and grant options to purchase Shares ("**Options**") in accordance with the provisions of the Scheme as from time to time amended, modified or supplemented and approved by Shareholders in general meeting;

(b) pursuant to Section 161 of the Act, allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the exercise of the Options; and

(c) (notwithstanding the authority conferred by this Resolution may have ceased to be in force), pursuant to Section 161 of the Act, allot and issue fully paid-up Shares pursuant to the exercise of any Options granted by the Directors in accordance with the Scheme while this Resolution was in force,

such authority to continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held whichever is the earlier.

[See Explanatory Note (iv)]

9. **Authority to allot and issue shares under the QT Vascular Restricted Share Plan 2015 (the "Share Plan")** **(Resolution 8)**

THAT the directors of the Company be and are hereby authorised to:

(a) Grant award of Shares ("**Awards**") in accordance with the provisions of the Share Plan as from time to time amended, modified or supplemented and approved by Shareholders in general meeting;

(b) pursuant to Section 161 of the Act, allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the exercise of the Awards; and

(c) (notwithstanding the authority conferred by this Resolution may have ceased to be in force), pursuant to Section 161 of the Act, allot and issue fully paid-up Shares pursuant to the exercise of any Award granted by the Directors in accordance with the Share Plan while this Resolution was in force,

such authority to continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held whichever is the earlier.

[See Explanatory Note (v)]

10. **Proposed Renewal of the Share Buyback Mandate** **(Resolution 9)**

THAT:

(a) for the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of the Company be and are hereby authorized to exercise all the powers of the Company to purchase or otherwise acquire the Shares not exceeding in aggregate the Maximum Limit (as defined below), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as defined below), whether by way of:

(i) market purchase(s) (each a "**Market Purchase**") on the SGX-ST transacted through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(ii) off-market purchase(s) (each an "**Off-Market Purchase**") effected otherwise than on the SGX-ST in accordance with an equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Catalist Rules and the Act;

on the terms of the Appendix and otherwise in accordance with all other laws and regulations including but not limited to, the provisions of the Constitution of the Company and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-Back Mandate**");

(b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors of the Company at any time and from time to time during the Relevant Period (as hereinafter defined) and expiring on the earliest of:

(i) the conclusion of the next annual general meeting of the Company is held or date by which such annual general meeting is required to be held;

(ii) the date on which the share buy-backs are carried out to the full extent of the Share Buy Back Mandate; or

(iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked;

(c) For the purposes of this Resolution:

"**Maximum Limit**" means ten per cent. (10%) of the total issued Shares of the Company as at the date of the passing of this ordinary resolution, unless the Company has effected a reduction of the share capital of the Company (other than a reduction by virtue of a share buy-back) in accordance with the applicable provisions of the Act, at any time during the Relevant Period (as hereinafter defined) in which event the issued Shares of the Company shall be taken to be the total number of the issued Shares as altered by such capital reduction (the total number of Shares shall exclude any Shares that may be held as treasury shares by the Company from time to time);

"**Relevant Period**" means the period commencing from the date of the passing of this Resolution and expiring on the earliest of the date on which the next annual general meeting of the Company is held or is required by law to be held, the date on which the share buy-backs are carried out to the full extent of the Share Buy-Back Mandate, or the date the said mandate is revoked or varied by the Company in a general meeting;

"**Maximum Price**", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

(i) in the case of Market Purchase, 105% of the Average Closing Price; and

(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 110% of the Average Closing Price,

where:

"**Average Closing Price**" means the average of the closing market prices of the Share over the last five (5) Market Days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days;

"**day of the making of the offer**" means the day on which the Company makes an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

"**Market Day**" means a day on which the SGX-ST is open for trading in securities;

(d) the number of Shares which may in aggregate be purchased or acquired by the Company during the Relevant Period shall be subject to the Maximum Limit;

(e) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Buy-back Mandate in any manner as they think fit, which is permitted under the Act; and

(f) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they and/or he may consider desirable, expedient, or necessary to give effect to the transactions contemplated by this Resolution.

[See Explanatory Note (vi)]

By Order of the Board

Lee Pih Peng
Company Secretary
15 April 2021

Explanatory Notes:

(i) Resolution 2, if passed, will re-appoint Mr Sho Kian Hin as Director of the Company. Further information on Mr Sho Kian Hin is set out under the sections entitled "Board of Directors" and "Report on Corporate Governance" of the Company's annual report. Mr Sho Kian Hin is considered an independent non-executive director of the Company. Mr Sho Kian Hin will, upon re-election, remain as the Chairman of the Audit Committee. The Board considers Mr Sho Kian Hin to be independent for the purpose of Rule 704(4) of the Catalist Rules.

(ii) Resolution 5, if passed, will empower the Directors from the date of the Annual General Meeting until (a) the conclusion of the next annual general meeting of the Company, or (b) the date by which the next Annual General Meeting of the Company is required to be held pursuant to the Constitution of the Company or any applicable laws of Singapore, or (c) it is carried out to the full extent mandated, or (d) the date on which such authority is varied or revoked by ordinary resolution of the shareholders in a general meeting, whichever is the earliest, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to an amount not exceeding, in total, one hundred percent (100%) of the issued Share capital of the Company (excluding treasury shares and subsidiary holdings), of which up to fifty percent (50%) may be issued other than on a pro-rata basis to existing shareholders of the Company.

(iii) Resolution 6, if passed, will empower the Directors, from the date of the AGM until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied and revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares to holders of outstanding options which were awarded under the QTV 2013 Share Plan, the 2005 Stock Plan and the 2010 Equity Incentive Plan pursuant to the exercise of such outstanding options. Options granted under the 2005 Stock Plan and the 2010 Equity Incentive Plan had been assumed by the Company pursuant to the restructuring exercise entered into prior to the listing of the Company on Catalist. The Company had ceased issuing additional options under the QTV 2013 Share Plan since 25 April 2014. However, subsisting options granted prior to such date are not affected by the discontinuation and remain exercisable in accordance with the rules of the QTV 2013 Share Plan, the 2005 Stock Plan and the 2010 Equity Incentive Plan.

(iv) Resolution 7 above, if passed, will empower the Directors, from the date of the AGM until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied and revoked by the Company in a general meeting, whichever is the earlier, to (i) offer and grant Options under the terms of the Scheme and (ii) allot and issue Shares pursuant to the exercise of Options to be granted under the Scheme.

(v) Resolution 8, if passed, will empower the Directors, from the date of the AGM until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied and revoked by the Company in a general meeting, whichever is the earlier, to (i) grant awards under the terms of the Share Plan and (ii) allot and issue Shares pursuant to the vesting of the Awards to be granted under the Share Pan.

(vi) Resolution 9, if passed, will empower the Company to purchase or otherwise acquire issued Shares by way of Market Purchases or Off-Market Purchases, in accordance with the terms and conditions set out in the Resolution and the Appendix dated 15 April 2021 (the "**Appendix**").

Important notice on AGM arrangements in light of COVID-19

The Notice of AGM has been published on SGXNET and the AGM registration website at https://complete-corp.com/qtvascular-agm-egm/. A printed copy of this Notice, the proxy form and other documents related to the AGM will NOT be despatched to members of the Company.

This notice sets out the Company's arrangements relating to, among others, attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions prior to the AGM and/or voting by appointing the Chairman of the AGM as proxy for the AGM.

Notes:

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

2. Due to the current COVID-19 restriction orders in Singapore, members will not be able to attend the AGM in person. Members will be able to watch the proceedings of the AGM through a "live" webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone. In order to do so, members who wish to watch the "live" webcast or listen to the "live" audio feed must pre-register by 9:30 A.M. on 28 April 2021, at https://complete-corp.com/qtvascular-agm-egm/. Following authentication of their status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the AGM by 2:00 p.m. on 28 April 2021. Members who do not receive an email by 12:00 p.m. on 29 April 2021 should contact the Company's polling agent, by email at qtvascular-agm-egm@complete-corp.com.

3. Persons holding Shares through relevant intermediaries who wish to participate in the AGM via webcast should contact their relevant intermediaries through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

4. Members who pre-register to watch the "live" webcast or listen to the "live" audio feed may also submit questions relating to the resolutions to be tabled for approval at the AGM. Please note that members will not be able to ask questions at the AGM "live" during the webcast and the audio feed.

   All questions must be submitted by 9:00 a.m. on 27 April 2021:

   (a) in hard copy by post to 18 Boon Lay Way, #10-140(D), TradeHub 21, Singapore 609966; or

   (b) by email to ktong@triremedical.com

   The Company will address substantial questions relevant to the resolutions to be tabled for approval at the AGM as received from Shareholders either before or during the AGM. The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNet and the Company's website.

5. A member will not be able to attend the AGM in person. Members (whether individuals or corporates) who wish to exercise their voting rights at the Annual General Meeting must appoint the Chairman of the Meeting as their proxy to attend, speak and vote on their behalf at the Annual General Meeting. In appointing the Chairman of the Meeting as proxy, members (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

5. The Chairman of the Meeting, as proxy, need not be a member of the Company.

6. The instrument appointing the Chairman of the Meeting as proxy must:

   (a) if sent personally or by post, be received at 18 Boon Lay Way, #10-140(D), TradeHub 21, Singapore 609966; or

   (b) if submitted by email, be received by QT Vascular Ltd., by email at ktong@triremedical.com.

   In either case no later than 9:00 a.m. on 28 April 2021, and in default the instrument of proxy shall not be treated as valid. A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

   SRS Investors are to approach their respective SRS Operators to submit their votes by at least seven working (7) days before the time appointed for the holding of the AGM.

7. The Annual Report for the financial year ended 31 December 2020 and the Letter to Shareholders dated 15 April 2021 in relation to the proposed renewal of the Share Buyback Mandate have been made available on SGXNET and may be accessed at the Company's website at https://qtvascular.com.

8. The instrument appointing the Chairman of the Meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.

9. Where an instrument appointing the Chairman of the Meeting as proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

10. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy (such as in the case where the appointor submits more than one instrument of proxy).

11. In the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Important Reminders:

Due to the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM. Further, in view of the current COVID-19 measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

Personal Data Privacy:

By (a) submitting a proxy form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, (b) completing the pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, a Member of the Company consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for the following purposes:

(i) processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof);

(ii) processing of the pre-registration for purposes of granting access to Members to the LIVE WEBCAST or AUDIO ONLY MEANS of the AGM proceedings and providing them with any technical assistance where necessary;

(iii) addressing substantial and relevant questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;

(iv) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and

(v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

In addition, the personal data of a Member (such as name, presence at the AGM and any questions raised or motions proposed/seconded) may be recorded by the Company during sounds and/or video recordings of the AGM which may be made by the Company for record keeping and to ensure the accuracy of the minutes of the AGM and a Member of the Company consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for such purpose.

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

Mr Sho Kian Hin is the Director seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 30 April 2021 ("**AGM**") (the "**Retiring Director**").

Pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST, the information relating to the retiring Director as set out in Appendix 7F of the Catalist Rules of the SGX-ST is disclosed below:

	Mr Sho Kian Hin
Date of Appointment	25 September 2015
Date of last re-appointment	8 May 2018
Age	51
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr Sho Kian Hin as the Independent Director of the Company was recommended by the NC and the Board has accepted the recommendation, after taking into consideration his qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company. Mr Sho Kian Hin is considered independent for the purposes of Catalist Rule 704(7).
Whether appointment is executive, and if so, the area of responsibility	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC member etc.)	Chairman of the Audit Committee
Professional qualifications	Fellow Member of Association of Chartered Certified Accountants
Working experience and occupation(s) during the past 10 years	2007 to 2013: China Farm Equipment Limited, Board Member and Chief Financial Officer 2013 to 2017: Hunan Longzhou Farm Equipment Holdings Co., Ltd, Corporate Development Director 2013 to Present: Hartanah Kencana Sdn Bhd, Board Member 2017 to Present: OUE Lippo Healthcare Limited, Board Member 2018 to Present: Choo Chiang Holdings Ltd.; Board Member
Shareholding interest in the listed issuer and its subsidiaries	Direct interest: 60 shares, representing less than 0.01%
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issue and/or substantial shareholder of the listed issue or of any of its principal subsidiaries	No
Conflict of Interest (including any competing business)	No

DISCLOSURE OF INFORMATION ON
DIRECTOR SEEKING RE-ELECTION

	Mr Sho Kian Hin
	Mr Sho Kian Hin
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes
Past (for the last 5 years)	Hunan Longzhou Farm Equipment Holdings Co., Ltd
Present	1. Choo Chiang Holdings Ltd. 2. Hartanah Kencana Sdn Bhd 3. OUE Lippo Healthcare Limited
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(a) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(a) Whether there is any unsatisfied judgment against him?	No
(a) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No
(a) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

		Mr Sho Kian Hin
(a)	Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No
(a)	Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No
(a)	Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No
(a)	Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No
(j)	Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:	
	i. any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No
	ii. any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No
	iii. any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No

DISCLOSURE OF INFORMATION ON DIRECTOR SEEKING RE-ELECTION

	Mr Sho Kian Hin
iv. any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No
(a) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	Not applicable. This is a re-election of a director.
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable. This is a re-election of a director.

QT VASCULAR LTD.

Company Registration No. 201305911K
(Incorporated in the Republic of Singapore)

ANNUAL GENERAL MEETING PROXY FORM

This form of proxy has been made available on SGXNet and the AGM registration website and may be accessed at the URLs https://www.sgx.com/securities/company-announcements and https://complete-corp.com/qtvascular-agm-egm/. A printed copy of this form of proxy will NOT be despatched to members.

IMPORTANT

1. Due to the current COVID-19 restriction orders in Singapore, members of the Company ("Members") will not be able to attend the AGM in person. Members will be able to watch the proceedings of the AGM through a "live" webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone. In order to do so, Members must pre-register at https://complete-corp.com/qtvascular-agm-egm/ by 9:00 a.m. on 28 April 2021. Following authentication of their status as members, authenticated members will receive an email verification authenticating their status as Members by 2:00 p.m. on 28 April 2021, along with the accompanying instructions on accessing the webcast and audio feed of the proceedings. Members who do not receive an email by 12:00 p.m. on 29 April 2021 but have registered by 9:00 a.m. on 28 April 2021 should contact the Company's polling agent by email at qtvascular-agm-egm@complete-corp.com.
2. SRS Investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS Operators to submit their voting instructions at least seven (7) working days before the AGM.
3. By submitting a proxy form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a Member (and his appointed proxy(ies)) consents to the collection, use and disclosure of their personal data by the Company (or its agents or service providers) for such purposes and/or otherwise with the personal data privacy terms set out in the Notice of Annual General Meeting dated 15 April 2021.

I/We* ____ (Name in block letters), _________________________ (NRIC/Passport No./

Company Registration No.) of ____ (Address),
being a member/members* of **QT Vascular Ltd.** (the "**Company**"), hereby appoint the Chairman of the Annual General Meeting of the Company ("**AGM**"), as my/our* proxy to vote for me/us* on my/our* behalf at the AGM to be held by way of electronic means on 30 April 2021 at 9:00 a.m. and at any adjournment thereof. I/We* direct the Chairman of the AGM to vote for or against, or abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder.

If no specific direction as to voting is given in respect of a resolution, or in the event of any other matter arising at the AGM and at any adjournment thereof, the appointment of the Chairman of the AGM as my/our* proxy for that resolution and any other matter arising at the AGM will be treated as invalid.

The resolutions put to the vote of the AGM shall be decided by the way of poll. If you wish for the Chairman of the Meeting as your proxy to cast all your votes "For", "Against" or "Abstain", please tick (√) within the box provided. Alternatively, please indicate the number of votes as appropriate.

No	Resolutions	Number of votes FOR	Number of votes AGAINST	Number of votes ABSTAIN
	Ordinary Business			
1.	Adoption of the Directors' Statement, Audited Financial Statements and Independent Auditors' Report for the financial year ended 31 December 2020.			
2.	Re-election of Sho Kian Hin as a Director of the Company pursuant to Article 98 of the Company's Constitution.			
3.	Approval of Directors' fees amounting to US$212,000 for the financial year ended 31 December 2020 to be paid in arrears.			
4.	Re-appointment of Moore Stephens LLP as auditors of the Company and to authorise Directors to fix their remuneration.			
	SPECIAL BUSINESS			
5.	Authority to allot and issue shares.			
6.	To approve the authority to allot and issue shares pursuant to options granted by the Company under the QTV 2013 Share Plan and assumed by the Company under the 2005 Stock Plan and the 2010 Equity Incentive Plan.			
7.	To approve the authority to allot and issue shares under the 2014 QTV Employee Share Option Scheme.			
8.	To approve the authority to allot and issue shares under the QT Vascular Restricted Share Plan 2015.			
9.	Proposed renewal of the Share Buyback Mandate			

Date this _________ day of ________________ 2021

Total number of shares held in (See Note 1):	
(a) CDP Register	
(b) Register of Members	
TOTAL	

____

Signature(s) of Member(s)/or
Common Seal of Corporate Member

*Delete as appropriate.

IMPORTANT: PLEASE READ NOTES OVERLEAF

NOTES TO PROXY FORM

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this proxy form will be deemed to relate to the entire number of ordinary Shares in the Company registered in your name(s).

2. A Member will not be able to attend the AGM in person. If a Member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a Member (whether individual or corporate) must give specific instructions as to voting), or abstentions from voting, in the form of proxy, failing which the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

3. The proxy form appointing the Chairman of the AGM as proxy must be downloaded, printed, completed and signed by Members and sent to the Company in the following manner:

   a. if submitted by post or sent personally, be received at 18 Boon Lay Way, #10-140(D) TradeHub 21, Singapore 609966; or

   b. if submitted electronically, be received by QT Vascular Ltd., by email at ktong@triremedical.com.

   In either case no later than 9:00 a.m. on 28 April 2021, and in default the instrument of proxy shall not be treated as valid.

   SRS Investors are to approach their respective SRS Operators to submit their votes by at least seven working (7) days before the time appointed for the holding of the AGM.

4. The proxy form appointing the Chairman of the AGM as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the proxy form appointing the Chairman of the AGM as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.

5. Where the proxy form appointing the Chairman of the AGM as proxy is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be attached to the proxy form, failing which the proxy may be treated as invalid.

6. A corporation which is a Member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act, Chapter 50.

7. The Company shall be entitled to reject the proxy form appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form appointing the Chairman of the AGM as proxy.

8. In the case of shares entered in the Depository Register, the Company may reject the proxy form if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Important Reminders

The Company may be required to change its Meeting arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the Meeting. Further, in view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Members to submit completed proxy forms by post, Members are strongly encouraged to submit completed proxy forms electronically via email.

QTVascular

Annual Report 2020

QTVascular
(Company Registration No.: 201305911K)

18 Boon Lay Way
#10-140(D) TradeHub 21 Singapore 609966